

TYLER ANN M  
Form 5  
February 16, 2010

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
TYLER ANN M

2. Issuer Name and Ticker or Trading Symbol  
CITIZENS & NORTHERN CORP  
[CZNC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

278 BLUEBIRD LANE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

COGAN STATION, PA 17728

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 7,483 (1)  | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Director Stock Options (Right to Buy)      | \$ 20.7333<br><sup>(2)</sup>                           | 01/02/2003                           | Â  | A4                             | 411<br><sup>(2)</sup>   | Â   | 01/02/2003   | 01/02/2013      | Common Stock  | 411                        |
| Director Stock Options (Right to Buy)      | \$ 26.59   | 01/02/2004                           | Â  | A4                             | 327   | Â   | 01/02/2004   | 01/02/2014      | Common Stock  | 327                        |
| Director Stock Options (Right to Buy)      | \$ 27  | 01/03/2005                           | Â  | A4                             | 473   | Â   | 01/03/2005   | 01/03/2015      | Common Stock  | 473                        |
| Director Stock Options (Right to Buy)      | \$ 22.325  | 01/03/2007                           | Â  | A4                             | 538   | Â   | 01/03/2007   | 01/03/2017      | Common Stock  | 538                        |
| Director Stock Options (Right to Buy)      | \$ 17.5  | 01/03/2008                           | Â  | A4                             | 679   | Â   | 01/03/2008   | 01/03/2018      | Common Stock  | 679                        |
| Director Stock Options (Right to Buy)      | \$ 19.88   | 01/05/2009                           | Â  | A4                             | 1,341   | Â   | 01/05/2009   | 01/05/2019      | Common Stock  | 1,341                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TYLER ANN M  
278 BLUEBIRD LANE                   Â X       Â       Â       Â  
COGAN STATION,Â PAÂ 17728

## Signatures

Jessica R. Brown for Ann M. Tyler under Power of Attorney dated  
8/23/07.

02/16/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Direct holdings were previously reported without including unvested restricted stock (which were reported separately.) Total direct
- (1) holdings reported in this Form have been revised to include unvested restricted stock and shares held through Keough Account (which were previously reported as indirect holdings.)
  - (2) Exercise prices and number of options shares adjusted for 2003 stock split.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.