CNB FINANCIAL CORP/PA

Form 4/A

February 25, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FALGER WILLIAM F			2. Issuer Name and Ticker or Trading Symbol CNB FINANCIAL CORP/PA	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	[CCNE]		[CCNE]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify		
112 LATIMER ST			02/25/2015	below) below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CV F + D FVFV D	D. 46000		11/21/2014	_X_ Form filed by One Reporting Person Form filed by More than One Reporting		
CLEARFIELD, PA 16830				Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Aco	unired Disposed of or Reneficially Owned		

(City)	(State)	Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)		Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
common stock	11/20/2014		P	12,500	A	\$ 16.04	52,936	D	

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

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SEC 1474

(9-02)

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

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8. Price of Derivative Security (Instr. 5)

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Underlying (Instr. 3 and	Securities	88 II S ((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
phantom stock	(1)					<u>(1)</u>	<u>(1)</u>	common stock	7,893.33	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FALGER WILLIAM F 112 LATIMER ST CLEARFIELD, PA 16830

President and CEO

Signatures

/s/ Jessica A. Shaffner, Attorney-in-Fact

02/25/2015

**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).
- (1) n/a

Note: File three copies of this Form, one of which must be manually signed. If space 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. >(4) $\stackrel{(4)}{-}$ Common Stock 3,699 \$0 11,098 D Restricted Stock Units $$0 \stackrel{(3)}{-}04/24/2013$ M 4,19804/24/2012 $\stackrel{(5)}{-}$ Common Stock 4,198 \$0 29,389 D Restricted Stock Units $$0 \stackrel{(3)}{-}04/24/2013$ M 5,34304/24/2013 $\stackrel{(6)}{-}$ Common Stock 5,343 \$0 58,777 D

D -1 - 4* - - - -1. *-- -

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
James Renee Jo			EXEC VP,					
2200 MISSION COLLEGE BLVD.			GM, S/W					
SANTA CLARA, CA 95054			SVCS GRP					

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Signatures

/s/ Wendy Yemington, attorney-in-fact

04/26/2013

**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).
- (1) Shares acquired on the vesting of restricted stock units.
- (2) Shares withheld for payment of tax liability.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of Intel Corporation common stock.
- Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially equal quarterly tranches, beginning on April 24, 2011. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially (5) equal quarterly tranches, beginning on April 24, 2012. If the quarterly vesting date falls on a non-business date, the next business date shall apply.
- Unless earlier forfeited under the terms of the RSU, 1/12th of the award vests and converts into common stock in twelve substantially (6) equal quarterly tranches, beginning on April 24, 2013. If the quarterly vesting date falls on a non-business date, the next business date shall apply.

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