

LITCHFIELD CRAIG G
Form 4
January 23, 2006

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LITCHFIELD CRAIG G

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)
33 WEST AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President & C.E.O.

WELLSBORO, PA 16901

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/20/2006 | | A ⁽¹⁾ | | 13 A \$ 26.55 | 650 ⁽²⁾ | D |
| Common Stock | 01/20/2006 | | J ⁽¹⁾ | | 96 A \$ 26.55 | 9,660 ⁽³⁾ | D |
| Common Stock | 01/20/2006 | | J ⁽¹⁾ | | 138 A \$ 26.55 | 24,377 ⁽⁴⁾ | D |
| Common Stock | 01/20/2006 | | J ⁽¹⁾ | | 29 A \$ 26.55 | 2,905 ⁽³⁾ | I Wife |
| Common Stock | 01/20/2006 | | J ⁽¹⁾ | | 16 A \$ 26.55 | 4,629 ⁽⁴⁾ | I Wife |

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Common Stock 01/20/2006 J⁽¹⁾ 8 A \$ 26.55 839 I Children

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

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

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LITCHFIELD CRAIG G 33 WEST AVENUE WELLSBORO, PA 16901 | X | | President & C.E.O. | |

Signatures

Kathleen M. Osgood for Craig G. Litchfield under Power of Attorney dated 9/20/01 01/23/2006

____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) 1% Stock Dividend payable 1/20/06
- (2) Total Restricted Stock Holdings
- (3) Total Retirement Plan Holdings
- (4) Total Holdings including Retirement Plan shares, but not Restricted Stock

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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