

CODORUS VALLEY BANCORP INC

Form 4

July 29, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WEAVER SCOTT T

2. Issuer Name and Ticker or Trading Symbol
CODORUS VALLEY BANCORP INC [CVLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
105 LEADER HEIGHTS ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2016

____ Director
____ Officer (give title below) Other (specify below)
SVP of PeoplesBank

YORK, PA 17403

(City) (State) (Zip)

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

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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	07/27/2016		M		1,379	\$ 17.4603	3,968.344	D
Common Stock	07/27/2016		M		221	\$ 18.7619	4,189.344	D
Common Stock	07/27/2016		S		1,600	\$ 21.25	2,589.344	D
Common Stock	07/28/2016		M		1,548	\$ 18.7619	4,137.344	D
Common Stock	07/28/2016		S		1,548	\$ 21.2374	2,589.344	D

Common Stock	830	I	Trustee of the Issac Tenison Weaver testamentary trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Amount or Number of Shares
Stock Option to Buy	\$ 17.4603	07/27/2016		M	1,379	11/19/2014 11/19/2023	Common Stock	1,379
Stock Option to Buy	\$ 18.7619	07/27/2016		M	221	12/16/2015 12/16/2024	Common Stock	221
Stock Option to Buy	\$ 18.7619	07/28/2016		M	1,548	12/16/2015 12/16/2024	Common Stock	1,548

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEAVER SCOTT T 105 LEADER HEIGHTS ROAD YORK, PA 17403				SVP of PeoplesBank

Signatures

/s/Dawn C. Paul,
Attorney-in-Fact

07/29/2016

__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).

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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