

CITIZENS & NORTHERN CORP
 Form 144
 May 01, 2018

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

**FORM 144
 NOTICE OF PROPOSED SALE OF SECURITIES**

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

OMB APPROVAL
 OMB Number: 3235-0101
 Expires: June 30, 2020
 Estimated average burden
 hours per response 1.00
 SEC USE ONLY
 DOCUMENT SEQUENCE NO.

CUSIP
 NUMBER

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print) ^(b) IRS IDENT. NO. ^(c) S.E.C. FILE NO. WORK LOCATION

Citizens & Northern Corporation 23-2451943 000-16084

1 (d) ADDRESS OF ISSUER

90-92 Main Street Wellsboro PA 16901 AREA CODE NUMBER 570 724-3411

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD

Edward H. Owlett, III and Mary E. Owlett

RELATIONSHIP TO ISSUER Director

^(b) ADDRESS ^(c) STREET STATE ZIP CODE

894 Dean Hill Road Wellsboro PA 16901

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of	(b) Name and Address of Broker	SEC USE ONLY (c) File Number or Other Units	(d) Number of Shares or Other Units	(e) Aggregate Market Value	(f) Number of Shares or Other Units	(g) Approximate Date of Sale	(g) Name of Securities Exchange
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Securities Through Whom the To Be Sold Securities are to be Offered or Each Market Maker who is Acquiring the Securities Cowen Execution Services LLC	To Be Sold <i>(See instr. 3(c))</i>	<i>(See instr. 3(d))</i>	Outstanding <i>(See instr. 3(e))</i>	<i>(See instr. 3(f))</i> <i>(See instr.</i> (MO. DAY YR.)	<i>(See instr.</i>
Common 1633 Broadway 48th Floor New York, NY 10019	12,449	\$306,370 (a)	12,264,284	05 01 18	NASDAQ

INSTRUCTIONS:

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
Such person's relationship to the issuer (e.g.,
- (b) officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
Aggregate market value of the securities to be sold as of a
- (d) specified date within 10 days prior to the filing of this notice
Number of shares or other units of the class outstanding, or
- (e) if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

(c) Such person's address, including zip code

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 control number.

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class Acquired	Date you acquired the Class	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment
Common	Various	Shares acquired over many years via purchase for cash, dividend reinvestment through company plan, exercise of stock options and inheritance	Various	Various	Various

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
None				

REMARKS:

(a) Aggregate market value of shares to be sold based on closing price of \$24.61 per share on April 24, 2018.

INSTRUCTIONS:

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION: *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

April 30th 2018

/s/ Mary E. Owlett

DATE OF NOTICE

/s/ Edward H. Owlett, III

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,

IF RELYING ON
RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 100