

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2009-01-26** | Period of Report: **2008-12-05**

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ISSUER

HARLEYSVILLE NATIONAL CORP

CIK: **702902** | IRS No.: **232210237** | State of Incorporation: **PA** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address
483 MAIN STREET
HARLEYSVILLE PA 19438

Business Address
483 MAIN ST
P O BOX 195
HARLEYSVILLE PA 19438
2152568851

REPORTING OWNER

CUNNINGHAM JOHN J III

CIK: **1235873** | State of Incorporation: **PA** | Fiscal Year End: **1231**
Type: **4/A** | Act: **34** | File No.: **000-15237** | Film No.: **09545719**

Mailing Address
WILLOW FINANCIAL
BANCORP INC
170 SOUTH WARNER ROAD
WAYNE PA 19087

Business Address
610-995-1700

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 CUNNINGHAM JOHN J III			2. Issuer Name and Ticker or Trading Symbol HARLEYSVILLE NATIONAL CORP [HNBC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2008			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
483 MAIN STREET			4. If Amendment, Date Original Filed(Month/Day/Year) 12/09/2008					
(Street) HARLEYSVILLE, PA 19438								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/05/2008		A		7,109	A	(1)	7,109	D	
Common Stock	12/05/2008		A		1,566	A	(1) (6)	1,566	D	
Common STock	12/05/2008 (6)		A		1,483	A	(7)	1,483	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$11.13	12/05/2008		A		9,135		12/05/2008	07/21/2009	Common Stock	9,135	(2)	9,135	D	

Stock Option (Right to Buy)	\$10.56	12/05/2008		<u>A</u>	2,762	12/05/2008	09/18/2011	Common Stock	2,762	(3)	2,762	D	
Stock Option (Right to Buy)	\$12.07	12/05/2008		<u>A</u>	6,576	12/05/2008	06/19/2012	Common Stock	6,576	(4)	6,576	D	
Stock Option (Right to Buy)	\$16.76	12/05/2008		<u>A</u>	3,131	12/05/2008	06/30/2013	Common Stock	3,131	(5)	3,131	D	

Explanation of Responses:

1. Acquired pursuant to the merger agreement between the issuer and Willow Financial Bancorp, Inc. @ exchange ratio of 0.73 shares of HNC common stock for each share of WFBC common stock on the effective date of the merger.
2. This option, which provided for vesting in five equal annual installments beginning July 21, 2000, was assumed by HNC in the merger, adjusted pursuant to the exchange ratio of 0.73 shares of HNC common stock for each share of WFBC common stock, and replaced with an option to purchase 9,135 shares of HNC common stock for \$11.13 per share.
3. This option, which provided for vesting in five equal annual installments beginning September 18, 2002, was assumed by HNC in the merger, adjusted pursuant to the exchange ratio of 0.73 shares of HNC common stock for each share of WFBC common stock, and replaced with an option to purchase 2,762 shares of HNC common stock for \$10.56 per share.
4. This option, which provided for vesting in five equal annual installments beginning June 19, 2003, was assumed by HNC in the merger, adjusted pursuant to the exchange ratio of 0.73 shares of HNC common stock for each share of WFBC common stock, and replaced with an option to purchase 6,576 shares of HNC common stock for \$12.07 per share.
5. This option, which provided for vesting in five equal annual installments beginning June 30, 2004, was assumed by HNC in the merger, adjusted pursuant to the exchange ratio of 0.73 shares of HNC common stock for each share of WFBC common stock, and replaced with an option to purchase 3,131 shares of HNC common stock for \$16.76 per share.
6. Calculations were not available until after Form 4 filing deadline.
7. Pursuant to the merger of Harleysville National Corporation (Harleysville) and Willow Financial Bancorp (Willow), WFBC shares held in deferred compensation plan were exchanged upon change in control. Net shares issued were subject to conversion to Harleysville shares @ 0.73 times the number of WFBC shares.

Signatures

Elizabeth F. Chemnitz (POA on File) JOHN J. CUNNINGHAM, III

** Signature of Reporting Person

01/26/2009

Date

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

* 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.

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 Number.