

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-04-25** | Period of Report: **2025-04-24**

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REPORTING OWNER

LAMBERT LEO F

CIK: **1242457**

Type: **4** | Act: **34** | File No.: **000-16084** | Film No.: **25874978**

Mailing Address

PO BOX 345

DUSHORE PA 18614

ISSUER

CITIZENS & NORTHERN CORP

CIK: **810958** | IRS No.: **232451943** | State of Incorporation: **PA** | Fiscal Year End: **1231**

SIC: **6022** State commercial banks

Mailing Address

90-92 MAIN ST

WELLSBORO PA 16901

Business Address

90-92 MAIN ST

WELLSBORO PA 16901

877-838-2517

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 LAMBERT LEO F (Last) (First) (Middle) PO BOX 345,, 213 ACADEMY TERRACE (Street) DUSHORE, PA 18614 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CITIZENS & NORTHERN CORP [CZNC]	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 below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 04/24/2025		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
4. If Amendment, Date Original Filed(Month/Day/Year)		

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	04/24/2025		A	(1)	1,270	A	\$19.68	43,204	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		Date Exercisable	Expiration Date					
									Amount or Number of Shares				

Explanation of Responses:

1. Award of Restricted Stock.

Signatures

/s/ Melinda S. Kilburn for Leo F. Lambert, 3/20/25, Attorney-in-Fact

04/25/2025

** Signature of Reporting Person

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.

POWER OF ATTORNEY

The undersigned hereby constitutes **Melinda S. Kilburn, Elizabeth A. Pivrotto, Amy T. Garraty, Mark A. Hughes, or Mark R. Long** as attorney to sign for the undersigned and in his name, place and stead, any and all instruments and documents required to be filed with the Securities and Exchange Commission (i) in connection with any sale of securities of the undersigned under Rule 144 of the Securities Act of 1933 and (ii) under Section 16 of the Securities and Exchange Act of 1934, or any rules and regulations promulgated thereunder, in each case with full power and authority to make such filings and to do and perform any and all acts and things whatsoever requisite, necessary or advisable to be done in connection therewith, as fully and for all intents and purposes as the undersigned could do if personally present, hereby approving the acts of said attorney-in-fact. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the responsibilities of the undersigned to comply with Rule 144 of the Securities Act of 1933 or Section 16 of the Securities and Exchange Act of 1934 or the rules and regulations promulgated thereunder.

This power of attorney shall remain in full force and effect until the undersigned is not longer required to make filings with the Securities and Exchange Commission in connection with the above, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of March, 2025.

/s/ Leo F. Lambert
Leo F. Lambert

STATE OF Pennsylvania)
) SS:
COUNTY OF Lycoming)

BEFORE ME, a Notary Public in and for said county and state, personally appeared the above-named **Leo F. Lambert** who acknowledged that he did sign the foregoing instrument and that the same is his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 20th day of March, 2025.

Notary Public -

My commission expires: _