REBER JOHN M Form 4

March 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2 Jasuar Nama and Tiakar or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

REBER JOHN M			Syn CI	nbol TIZENS & N	NORTHERN CORP	Issuer (Check all applicable)				
	(T ()	(F' 1)	_	ZNC]	m	`	**	,		
	(Last)	(First)		Oate of Earliest onth/Day/Year)		Director _X_ Officer (give t	10% title Othe			
755 BROWN ROAD (Street)				/01/2012		below) below) EVP				
				f Amendment,	Date Original	6. Individual or Joint/Group Filing(Check				
				ed(Month/Day/Ye	· · · · · · · · · · · · · · · · · · ·	Applicable Line)				
WELLSBORO, PA 16901						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - Non	-Derivative Securities Acqu	iired, Disposed of,	or Beneficial	ly Owned		
	1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securities Acquired (A)) 5. Amount of	6.	7. Nature		
	Security	(Month/Day/Year)	Execution Date	e, if Transact	ionor Disposed of (D)	Securities	Ownership	Indirect		
	(Instr 3)		anv	Code	(Instr. 3. 4 and 5)	Reneficially	Form:	Reneficial		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8	(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)	
Common Stock			Code	•	Amount	(D)	THEC	2,497	D	
Common Stock	03/01/2012	03/01/2012	<u>J(1)</u>	V	252	A	\$ 20.7275	1,586	I	By ESOP
Common Stock	03/01/2012	03/01/2012	J(2)	V	12	A	\$ 20.7275	1,598	I	By ESOP

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner France / Francess	Director	10% Owner	Officer	Other				
REBER JOHN M								
755 BROWN ROAD			EVP					
WELLSBORO, PA 16901								

Signatures

Teri L. Mitchell for John M. Reber under Power of Attorney dated 01/03/11

03/02/2012

**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) Exempt acquisition via employer year end contribution to ESOP
- (2) Exempt acquisition in ESOP via dividend reinvestment under D/R Plan

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

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