

COMMERCIAL NATIONAL FINANCIAL CORP /PA

Form 8-K

May 20, 2011

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 17, 2011

COMMERCIAL NATIONAL FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania 0-18676 25-1623213

(State or other jurisdiction (Commission (I.R.S. Employer

of incorporation) File Number) Identification No.)

900 Ligonier Street, Latrobe, PA 15650
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 724-539-3501

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

ITEM 5.07 -SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 17, 2011, Commercial National Financial Corporation (the “Corporation”) held its 2011 Annual Meeting of Shareholders. At the annual meeting, two matters were submitted to a vote of shareholders. Proposal number one was the election of three nominees to the Board of Directors of the Corporation for terms expiring in 2014. Proposal number two was the ratification of the selection of the independent registered public accountants for the fiscal year 2011. Set forth below, are the results of the voting for the two proposals.

Proposal No 1- Election of Directors

| Director | For | Withheld | Broker Non-Votes |
|-------------------|-----------|----------|------------------|
| John T. Babilya. | 1,920,653 | 11,255 | 253,513 |
| Joseph A. Mosso | 1,910,292 | 21,616 | 253,513 |
| Bruce A. Robinson | 1,919,522 | 12,386 | 253,513 |

Proposal No-2- Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2010

Ratification of the appointment of ParenteBeard LLC, as independent auditors:

| For | Against | Abstain |
|-----------|---------|---------|
| 1,883,213 | 290,294 | 11,914 |

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Commercial National Financial
Corporation
(Registrant)

Date: May 20, 2011

/s/ Gregg E. Hunter
Gregg E. Hunter
President and Chief Executive Officer

