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CITIZENS & NORTHERN CORP  
Form 13F-HR  
February 11, 2011

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2010  
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Check here if Amendment; [ ] Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holding entries.

Institutional Investment Manager Filing this Report:

Name: Citizens & Northern Corporation  
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Address: 90 - 92 Main Street  
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Wellsboro, PA 16901  
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Form 13F File Number: 28-  
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The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Mark A. Hughes  
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Title: Treasurer and Chief Financial Officer  
-----

Phone: 570-724-3411  
-----

Signature, Place, and Date of Signing:

----- Wellsboro, PA 2/11/11  
-----  
[Signature] [City, State] [Date]

Report type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this

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reporting manager are reported in this report and a portion are reported  
by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

### FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1	
Form 13F Information Table Entry Total:	82	
Form 13F Information Table Value Total:	\$ 113,572	
	(thousands)	

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-	Citizens & Northern Bank

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1,000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTM DISCRET
Abbott Labs	COM	002824100	\$ 1,537	32081.000	SH	DEFIN
Accenture PLC	SHS CLASS A	G1151C101	\$ 1,806	37247.000	SH	DEFIN
Apache Corp	COM	037411105	\$ 1,720	14430.000	SH	DEFIN
Apple Computer Inc	COM	037833100	\$ 224	694.000	SH	DEFIN
AT&T Inc	COM	00206R102	\$ 279	9501.000	SH	DEFIN
Automatic Data Processing	COM	053015103	\$ 1,637	35366.000	SH	DEFIN
Baker Hughes Inc	COM	057224107	\$ 1,840	32184.000	SH	DEFIN
Bard C R Inc	COM	067383109	\$ 1,514	16498.000	SH	DEFIN
Baxter Intl Inc	COM	071813109	\$ 1,083	21402.000	SH	DEFIN
Blackrock Muniyield PA Insd Fd	COM	09255G107	\$ 255	18951.000	SH	DEFIN
Blackrock, Inc.	COM	09247X101	\$ 1,518	7967.000	SH	DEFIN
CBT FINANCIAL CORP COM	COM	12495U100	\$ 245	11258.000	SH	SOLE
CCFNB BANCORP	COM	124880105	\$ 1,348	48132.000	SH	SOLE
CH Robinson Worldwide	COM NEW	12541W209	\$ 1,749	21813.000	SH	DEFIN
Charles Schwab Corp	COM	808513105	\$ 1,442	84296.000	SH	DEFIN
Chevron Corp	COM	166764100	\$ 2,194	24046.000	SH	DEFIN
Citizens & Northern Corp	COM	172922106	\$ 4,618	310760.177	SH	DEFIN
CITIZENS FINANCIAL SVCS	COM	174615104	\$ 239	6586.000	SH	SOLE
CME Group Inc	COM	12572Q105	\$ 1,559	4845.000	SH	DEFIN
Cognizant Technology Solutions	CL A	192446102	\$ 213	2903.000	SH	DEFIN
Colgate Palmolive Co	COM	194162103	\$ 1,512	18811.000	SH	DEFIN

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Corning Inc	COM	219350105	\$ 504	26083.000	SH	DEFIN
Danaher Corp	COM	235851102	\$ 1,803	38231.000	SH	DEFIN
Darden Restaurants Inc	COM	237194105	\$ 1,212	26091.000	SH	DEFIN
DIMECO INC	COM	25432W104	\$ 364	10100.000	SH	DEFIN
Disney Walt Co	COM DISNEY	254687106	\$ 240	6402.000	SH	DEFIN
Eaton Vance	COM NON VTG	278265103	\$ 1,311	43363.000	SH	DEFIN
Ecolab Inc.	COM	278865100	\$ 1,421	28184.000	SH	DEFIN
Expeditors Intl Wash Inc	COM	302130109	\$ 1,861	34085.000	SH	DEFIN
Exxon Mobil Corp	COM	30231G102	\$ 2,027	27726.000	SH	DEFIN
Fifth Third Bancorp	COM	316773100	\$ 426	29022.000	SH	DEFIN
FNB Corporation	COM	302520101	\$ 1,294	131754.000	SH	DEFIN
FRANKLIN FINANCIAL	COM	353525108	\$ 337	18491.000	SH	SOLE
Franklin Resources Inc	COM	354613101	\$ 1,402	12611.000	SH	DEFIN
General Dynamics Corp	COM	369550108	\$ 1,456	20520.000	SH	DEFIN
General Elec Co	COM	369604103	\$ 587	32085.000	SH	DEFIN
International Business Machines	COM	459200101	\$ 1,783	12149.000	SH	DEFIN
Intuit	COM	461202103	\$ 206	4174.000	SH	DEFIN
iShares S&P 500 Index Fd	S&P 500 INDEX	464287200	\$ 776	6149.000	SH	DEFIN
iShares S&P MidCap 400 Index Fd	S&P MIDCAP 400	464287507	\$ 17,036	187844.000	SH	DEFIN
Jacobs Engr Group Inc	COM	469814107	\$ 207	4510.000	SH	DEFIN
Johnson & Johnson	COM	478160104	\$ 1,430	23119.000	SH	DEFIN
Linear Tech Corp	COM	535678106	\$ 1,776	51350.000	SH	DEFIN
M & T Bank Corp	COM	55261F104	\$ 533	6121.000	SH	DEFIN
McDonalds Corp	COM	580135101	\$ 1,064	13867.000	SH	DEFIN
Medtronic Inc	COM	585055106	\$ 1,124	30299.000	SH	DEFIN
Microchip Technology Inc	COM	595017104	\$ 1,465	42830.000	SH	DEFIN
Microsoft Corp	COM	594918104	\$ 1,915	68623.000	SH	DEFIN
MUNCY BANK FINANCIAL	COM	62600N103	\$ 789	19736.000	SH	DEFIN
National Fuel Gas Co N J	COM	636180101	\$ 402	6127.000	SH	DEFIN
National Oilwell Varco, Inc	COM	637071101	\$ 227	3375.000	SH	DEFIN
National Semiconductor Corp	COM	637640103	\$ 1,332	96811.000	SH	DEFIN
Nike, Inc. Class B	CL B	654106103	\$ 1,452	16996.000	SH	DEFIN
Noble Corporation New	NAMEN -AKT	H5833N103	\$ 1,468	41045.000	SH	DEFIN
Oracle Corp	COM	68389X105	\$ 1,825	58302.000	SH	DEFIN
PENSECO FINANCIAL SERVS	COM	709570105	\$ 611	17208.000	SH	SOLE
Pepsico Inc	COM	713448108	\$ 1,627	24904.000	SH	DEFIN
Pfizer Inc	COM	717081103	\$ 219	12524.000	SH	DEFIN
PG&E Corp	COM	69331C108	\$ 1,229	25692.000	SH	DEFIN
Praxair Inc	COM	74005P104	\$ 1,417	14844.000	SH	DEFIN
Procter & Gamble Co	COM	742718109	\$ 1,848	28733.000	SH	DEFIN
Qualcomm Inc	COM	747525103	\$ 1,489	30088.000	SH	DEFIN
Robert Half Int'l Inc	COM	770323103	\$ 208	6793.000	SH	DEFIN
Schlumberger Ltd	COM	806857108	\$ 1,686	20191.000	SH	DEFIN
SEI Investment Company	COM	784117103	\$ 1,634	68692.000	SH	DEFIN
Staples Inc	COM	855030102	\$ 1,155	50728.000	SH	DEFIN
SUSQUEHANNA BANCSHARES	COM	869099101	\$ 97	10000.000	SH	SOLE
SYSCO Corp	COM	871829107	\$ 1,442	49052.000	SH	DEFIN
T. Rowe Price Group, Inc.	COM	74144T108	\$ 1,729	26790.000	SH	DEFIN
Target Corp	COM	87612E106	\$ 1,544	25685.000	SH	DEFIN
Teva Pharmaceutical Inds Ltd Adr	ADR	881624209	\$ 1,147	22004.000	SH	DEFIN
Texas Instruments Inc	COM	882508104	\$ 1,551	47727.000	SH	DEFIN
Tjx Companies (New)	COM	872540109	\$ 1,270	28610.000	SH	DEFIN
United Parcel Service Inc.						
Class B	CL B	911312106	\$ 1,726	23781.000	SH	DEFIN
Vanguard Emerging Markets ETF	EMR MKT ETF	922042858	\$ 704	14630.000	SH	DEFIN
Verizon Communications	COM	92343V104	\$ 1,109	30991.000	SH	DEFIN
W W Grainger Inc	COM	384802104	\$ 1,548	11209.000	SH	DEFIN
Walgreen Co	COM	931422109	\$ 1,706	43792.000	SH	DEFIN
Wal-Mart Stores Inc	COM	931142103	\$ 1,445	26791.000	SH	DEFIN
Wells Fargo & Co New	COM	949746101	\$ 1,539	49663.000	SH	DEFIN
WVS FINANCIAL CORP	COM	929358109	\$ 99	10859.000	SH	DEFIN
YUM Brands Inc	COM	988498101	\$ 202	4121.000	SH	DEFIN

