CNB FINANCIAL CORP/PA

Form 5

January 10, 2008

FORM 5

OMB APPROVAL

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

3235-0362 Number:

OMB

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

Check this box if

January 31, Expires: 2005 Estimated average

1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per

may continue. See Instruction response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

(Last)

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer LEITZINGER JAMES J Symbol

CNB FINANCIAL CORP/PA

(Check all applicable)

[CCNE]

(Middle)

3. Statement for Issuer's Fiscal Year Ended

X Director 10% Owner Officer (give title Other (specify

below)

(Month/Day/Year) 01/10/2008

404 WEST SEVENTH AVENUE

(First)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

CLEARFIELD. PAÂ 16830

X Form Filed by One Reporting Person Form Filed by More than One Reporting

below)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned at end	Indirect (I)	Ownership
				(4)	of Issuer's	(Instr. 4)	(Instr. 4)
				(A)	Fiscal Year		
				Of	110041 1041		

Amount (D) Price

(Instr. 3 and 4)

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

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 control number.

SEC 2270 (9-02)

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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Expiration Title (A) (D) Date Amount or Number of Exercisable Date Shares phantom phantom 971.896 Â Â (1) Â $J^{(3)}$ $\hat{\mathbf{A}}^{(1)}$ 12/31/2008(2) 971.896 stock stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LEITZINGER JAMES J

404 WEST SEVENTH AVENUE Â X Â Â

CLEARFIELD, PAÂ 16830

Signatures

James J.

Leitzinger

**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) N/A
- (2) various transaction dates
- (3) units of phantom stock aquired through a deferred compensation plan

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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