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CITIZENS & NORTHERN CORP  
Form 13F-HR/A  
May 13, 2011

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

Form 13F/A\*

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011  
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Check here if Amendment;  Amendment Number: 1  
This Amendment (Check only one.):  is a restatement.  
 adds new holding entries.

Institutional Investment Manager Filing this Report:

Name: Citizens & Northern Corporation  
-----  
Address: 90 - 92 Main Street  
-----  
Wellsboro, PA 16901  
-----  
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Form 13F File Number: 28- 14195  
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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  
-----  
Title: Treasurer and Chief Financial Officer  
-----  
Phone: 570-724-3411  
-----

Signature, Place, and Date of Signing:

/s/ Mark A. Hughes                      Wellsboro, PA                      5/11/11  
-----  
[Signature]                                      [City, State]                                      [Date]

\*Nothing has changed since the previous filing other than a filing number was obtained for Citizens & Northern Bank. The Information Table data has not changed.

Report type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
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Form 13F Information Table Entry Total: 78  
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Form 13F Information Table Value Total: \$ 103,478  
-----  
(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   | 28-14473             | Citizens & Northern Bank |

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| NAME OF ISSUER            | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1,000) | SHRS OR<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVESTMENT<br>DISCRET |
|---------------------------|----------------|-----------|---------------------|--------------------|------------|--------------|-----------------------|
| Abbott Labs               | COM            | 002824100 | \$ 1,395            | 28434.000          | SH         |              | DEFIN                 |
| Accenture PLC             | SHS CLASS A    | G1151C101 | \$ 1,598            | 29076.000          | SH         |              | DEFIN                 |
| Apache Corp               | COM            | 037411105 | \$ 1,644            | 12558.000          | SH         |              | DEFIN                 |
| AT&T Inc                  | COM            | 00206R102 | \$ 260              | 8487.000           | SH         |              | DEFIN                 |
| Automatic Data Processing | COM            | 053015103 | \$ 1,557            | 30338.000          | SH         |              | DEFIN                 |
| Baker Hughes Inc          | COM            | 057224107 | \$ 1,849            | 25182.000          | SH         |              | DEFIN                 |
| Bard C R Inc              | COM            | 067383109 | \$ 1,277            | 12849.000          | SH         |              | DEFIN                 |
| Baxter Intl Inc           | COM            | 071813109 | \$ 1,078            | 20040.000          | SH         |              | DEFIN                 |
| Blackrock, Inc.           | COM            | 09247X101 | \$ 1,335            | 6643.000           | SH         |              | DEFIN                 |
| CBT FINANCIAL CORP COM    | COM            | 12495U100 | \$ 291              | 10995.000          | SH         |              | SOLE                  |
| CCFNB BANCORP             | COM            | 124880105 | \$ 1,492            | 48132.000          | SH         |              | SOLE                  |
| CH Robinson Worldwide     | COM NEW        | 12541W209 | \$ 1,412            | 19043.000          | SH         |              | DEFIN                 |
| Charles Schwab Corp       | COM            | 808513105 | \$ 1,325            | 73479.000          | SH         |              | DEFIN                 |
| Chevron Corp              | COM            | 166764100 | \$ 2,312            | 21511.000          | SH         |              | DEFIN                 |
| Citizens & Northern Corp  | COM            | 172922106 | \$ 5,201            | 309376.587         | SH         |              | DEFIN                 |
| CITIZENS FINANCIAL SVCS   | COM            | 174615104 | \$ 247              | 6586.000           | SH         |              | SOLE                  |

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|                                 |                     |           |           |            |    |       |
|---------------------------------|---------------------|-----------|-----------|------------|----|-------|
| CME Group Inc                   | COM                 | 12572Q105 | \$ 1,321  | 4380.000   | SH | DEFIN |
| Cognizant Technology Solutions  | CL A                | 192446102 | \$ 221    | 2711.000   | SH | DEFIN |
| Colgate Palmolive Co            | COM                 | 194162103 | \$ 1,231  | 15239.000  | SH | DEFIN |
| Corning Inc                     | COM                 | 219350105 | \$ 502    | 24328.000  | SH | DEFIN |
| Danaher Corp                    | COM                 | 235851102 | \$ 1,688  | 32526.000  | SH | DEFIN |
| Darden Restaurants Inc          | COM                 | 237194105 | \$ 1,093  | 22242.000  | SH | DEFIN |
| DIMECO INC                      | COM                 | 25432W104 | \$ 389    | 10100.000  | SH | SOLE  |
| Disney Walt Co                  | COM DISNEY          | 254687106 | \$ 246    | 5702.000   | SH | DEFIN |
| Eaton Vance                     | COM NON VTG         | 278265103 | \$ 1,313  | 40723.000  | SH | DEFIN |
| Ecolab Inc.                     | COM                 | 278865100 | \$ 1,324  | 25946.000  | SH | DEFIN |
| Expeditors Intl Wash Inc        | COM                 | 302130109 | \$ 1,506  | 30027.000  | SH | DEFIN |
| Exxon Mobil Corp                | COM                 | 30231G102 | \$ 1,921  | 22830.000  | SH | DEFIN |
| Fifth Third Bancorp             | COM                 | 316773100 | \$ 401    | 28880.000  | SH | DEFIN |
| FNB Corporation                 | COM                 | 302520101 | \$ 1,386  | 131473.000 | SH | DEFIN |
| FNBPA BANCORP, INC              | COM                 | 30253U104 | \$ 42     | 1360.000   | SH | SOLE  |
| FRANKLIN FINANCIAL              | COM                 | 353525108 | \$ 327    | 18491.000  | SH | DEFIN |
| Franklin Resources Inc          | COM                 | 354613101 | \$ 1,358  | 10856.000  | SH | DEFIN |
| General Dynamics Corp           | COM                 | 369550108 | \$ 1,304  | 17033.000  | SH | DEFIN |
| General Elec Co                 | COM                 | 369604103 | \$ 578    | 28845.000  | SH | DEFIN |
| International Business Machines | COM                 | 459200101 | \$ 1,668  | 10227.000  | SH | DEFIN |
| Intuit                          | COM                 | 461202103 | \$ 208    | 3913.000   | SH | DEFIN |
| iShares S&P MidCap 400 Index Fd | S&P MIDCAP 400      | 464287507 | \$ 17,762 | 179944.000 | SH | DEFIN |
| Jacobs Engr Group Inc           | COM                 | 469814107 | \$ 223    | 4339.000   | SH | DEFIN |
| Johnson & Johnson               | COM                 | 478160104 | \$ 1,195  | 20165.000  | SH | DEFIN |
| Linear Tech Corp                | COM                 | 535678106 | \$ 1,435  | 42666.000  | SH | DEFIN |
| M & T Bank Corp                 | COM                 | 55261F104 | \$ 657    | 7426.000   | SH | DEFIN |
| McDonalds Corp                  | COM                 | 580135101 | \$ 981    | 12893.000  | SH | DEFIN |
| Medtronic Inc                   | COM                 | 585055106 | \$ 1,023  | 25990.000  | SH | DEFIN |
| Microchip Technology Inc        | COM                 | 595017104 | \$ 1,324  | 34825.000  | SH | DEFIN |
| Microsoft Corp                  | COM                 | 594918104 | \$ 1,502  | 59152.000  | SH | DEFIN |
| MUNCY BANK FINANCIAL            | COM                 | 62600N103 | \$ 913    | 19736.000  | SH | SOLE  |
| National Fuel Gas Co N J        | COM                 | 636180101 | \$ 453    | 6127.000   | SH | DEFIN |
| National Oilwell Varco, Inc     | COM                 | 637071101 | \$ 242    | 3056.000   | SH | DEFIN |
| National Semiconductor Corp     | COM                 | 637640103 | \$ 1,193  | 83164.000  | SH | DEFIN |
| Nike, Inc. Class B              | CL B                | 654106103 | \$ 1,087  | 14364.000  | SH | DEFIN |
| Noble Corporation New           | NAMEN -AKT          | H5833N103 | \$ 268    | 5883.000   | SH | DEFIN |
| Oracle Corp                     | COM                 | 68389X105 | \$ 1,538  | 46007.000  | SH | DEFIN |
| PENSECO FINANCIAL SERVS         | COM                 | 709570105 | \$ 637    | 17208.000  | SH | SOLE  |
| Pepsico Inc                     | COM                 | 713448108 | \$ 1,290  | 20027.000  | SH | DEFIN |
| Pfizer Inc                      | COM                 | 717081103 | \$ 254    | 12524.000  | SH | DEFIN |
| Praxair Inc                     | COM                 | 74005P104 | \$ 1,310  | 12891.000  | SH | DEFIN |
| Procter & Gamble Co             | COM                 | 742718109 | \$ 1,521  | 24691.000  | SH | DEFIN |
| Qualcomm Inc                    | COM                 | 747525103 | \$ 1,281  | 23361.000  | SH | DEFIN |
| Schlumberger Ltd                | COM                 | 806857108 | \$ 1,587  | 17013.000  | SH | DEFIN |
| SEI Investment Company          | COM                 | 784117103 | \$ 1,483  | 62119.000  | SH | DEFIN |
| SPDR Gold Trust                 | GOLD SHS            | 78463V107 | \$ 201    | 1438.000   | SH | DEFIN |
| Staples Inc                     | COM                 | 855030102 | \$ 939    | 48332.000  | SH | DEFIN |
| Suncor Energy Inc New Common    | COM                 | 867224107 | \$ 1,311  | 29228.000  | SH | DEFIN |
| SYSCO Corp                      | COM                 | 871829107 | \$ 1,118  | 40370.000  | SH | DEFIN |
| T. Rowe Price Group, Inc.       | COM                 | 74144T108 | \$ 1,399  | 21061.000  | SH | DEFIN |
| Target Corp                     | COM                 | 87612E106 | \$ 1,131  | 22620.000  | SH | DEFIN |
| Teva Pharmaceutical Inds Ltd    | ADR                 | 881624209 | \$ 1,001  | 19952.000  | SH | DEFIN |
| Texas Instruments Inc           | COM                 | 882508104 | \$ 1,316  | 38089.000  | SH | DEFIN |
| Tjx Companies (New)             | COM                 | 872540109 | \$ 1,175  | 23627.000  | SH | DEFIN |
| United Parcel Service Inc.      | CL B                | 911312106 | \$ 1,547  | 20822.000  | SH | DEFIN |
| Vanguard Emerging Markets ETF   | MSCI EMR MKT<br>ETF | 922042858 | \$ 784    | 16025.000  | SH | DEFIN |
| Verizon Communications          | COM                 | 92343V104 | \$ 1,128  | 29262.000  | SH | DEFIN |
| W W Grainger Inc                | COM                 | 384802104 | \$ 1,317  | 9565.000   | SH | DEFIN |
| Walgreen Co                     | COM                 | 931422109 | \$ 1,212  | 30193.000  | SH | DEFIN |

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|                      |     |           |          |              |       |
|----------------------|-----|-----------|----------|--------------|-------|
| Wal-Mart Stores Inc  | COM | 931142103 | \$ 1,114 | 21398.000 SH | DEFIN |
| Wells Fargo & Co New | COM | 949746101 | \$ 1,235 | 38939.000 SH | DEFIN |
| WVS FINANCIAL CORP   | COM | 929358109 | \$ 95    | 10859.000 SH | DEFIN |