WEAVER JANN A Form 4 December 11, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number: Expires:

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0.5

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

Check this box

obligations may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WEAVER JANN A			2. Issuer Name and Ticker or Trading Symbol CODORUS VALLEY BANCORP INC [CVLY]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2008			DirectorX Officer (give below)		o Owner er (specify		
(City)	(Street)	(Zip)	4. If Amendment, Date Original  Filed(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Reporting Pe  Form filed by More than One Re Person  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial					erson eporting		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution		3. Transaction Code (Instr. 8)	4. Securi	ties (A) o of (D	or )	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	12/09/2008			A <u>(1)</u>	260	A	\$0	884.568	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Options to Buy	\$ 8.765	12/09/2008		A	1,007	06/09/2009	12/09/2018	Common Stock	1,007

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
WEAVER JANN A						

Treasurer

# **Signatures**

/s/ Jann A.
Weaver

\*\*Signature of Reporting Person

A 2/11/2008

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) 50% of restricted shares vest in two years and 50% restricted shares vest in three years

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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