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CITIZENS & NORTHERN CORP  
Form 8-K  
January 26, 2005

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) December 31, 2004  
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CITIZENS & NORTHERN CORPORATION  
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(Exact name of registrant as specified in its charter)

----- Pennsylvania ----- (State or other jurisdiction of incorporation)	----- 0-16084 ----- (Commission File Number)	----- 23-2451943 ----- (I.R.S. Employer Identification No.)
----- 90-92 Main Street, Wellsboro, PA ----- (Address of Principal Executive Office)		----- 16901 ----- (Zip Code)

Registrant's telephone number, including area code (570) 724-3411  
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N/A  
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(Former name or former address, if changed since last report)

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Citizens & Northern Corporation announced the unaudited, consolidated financial results for Citizens & Northern Corporation and subsidiaries for the annual and three-month periods ended December 31, 2004. On January 26, 2005, Citizens & Northern Corporation issued a press release titled "C&N Announces 2004 Unaudited Financial Results," a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Also on January 26, 2005, Citizens & Northern Corporation completed its "Quarterly Report," a report that includes unaudited financial information. The Quarterly Report will be mailed to shareholders on or about January 31, 2005. A copy of the Quarterly Report is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

Exhibit 99.1: Press Release issued by Citizens & Northern Corporation

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dated January 26, 2005, titled "C&N Announces 2004 Unaudited Financial Results."

Exhibit 99.2: Quarterly Report, which includes unaudited financial information.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CITIZENS & NORTHERN CORPORATION

Date: 1/26/05

By: Craig G. Litchfield /s/  
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Chairman, President and Chief Executive Officer