

COMMERCIAL NATIONAL FINANCIAL CORP /PA  
Form 8-K  
August 23, 2007

**UNITED STATES  
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)

August 22, 2007

**COMMERCIAL NATIONAL FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

**0-18676**

**25-1623213**

(State or other jurisdiction

(Commission

(I.R.S. Employer

of incorporation)

File Number)

Identification No.)

**900 Ligonier Street, Latrobe, PA**

(Address of principal executive offices)

**15650**

(Zip Code)

Registrant's telephone number, including area code **724-539-3501**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

.. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

**Item 5.05 AMENDMENT TO CODE OF ETHICS**

On August 21, 2007, Commercial National Financial Corporation's Board of Directors approved the following amendment to the Corporation's general code of ethical and legal compliance. The amendment that was approved applies specifically to the Chief Executive Officer. Therefore, although it was adopted as part of the Corporation's general code of ethics, it shall also be deemed to amend the Corporation's code of ethics for senior financial officers included as an exhibit to the Corporation's annual filing on Form 10-K. The amendment adds the following language to such codes of ethics:

"All potential conflicts of interest that may involve the Chief Executive Officer shall be reported to the Chairman of the Board of Directors, who shall furnish such information to the independent members of the Board of Directors, acting as a committee of the Board of Directors. Notwithstanding any other provisions of the Code of Ethics to the contrary, if the Chief Executive Officer is involved in any transaction or other activity that may involve a conflict of interest, that transaction or activity must receive a thorough review and prior approval of the independent members of the Board of Directors."

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Commercial National Financial  
Corporation**  
(Registrant)

Date: August 22, 2007

/s/ Gregg E. Hunter  
Gregg E. Hunter  
President and Chief Executive Officer