WILSON JEFFREY L Form 4 March 24, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

COMMON

CLASS

(Print or Type Responses)

1. Name and Address of Reporting Person ** WILSON JEFFREY L			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
	CITIZENS FINANCIAL SERVICES INC [CZFS]					(Check all applicable)						
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction (Month/Day/Year)					Director _X_ Officer (given		Owner er (specify		
11 IVES STREET			(Month/Day/Year) 03/24/2011					below) VIC	•			
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month	/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person							
WELLSBORG						Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table l	- Non-Der	ivative Se	curiti	es Acq	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction D			3.	4. Securi			5. Amount of	6.	7. Nature of		
Security	•			tion Date, if TransactionAcquired (A) or					Securities Ownership Indirect			
(Instr. 3) any		h/Day/Year)	Code Disposed of (D) ny/Year) (Instr. 8) (Instr. 3, 4 and 5)				Beneficially Form: Direct Ben Owned (D) or Own					
		(Mont	(msu. 8) (msu. 3, 4 and				3)	Following	Indirect (I)	Ownership (Instr. 4)		
						(A)		Reported	(Instr. 4)	, , ,		
						(A)		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
COMMON CLASS	03/24/2011			A	156	A	\$0	1,647.6335	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.

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BY

SPOUSE

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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.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILSON JEFFREY L 11 IVES STREET WELLSBORO, PA 16901

VICE PRESIDENT

Signatures

GINA MARIE BOOR FOR JEFFREY L. WILSON UNDER POWER OF ATTORNEY DATED 10/12/2010

03/24/2011

**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).

Remarks:

STOCK AWARDS GRANTED PURSUANT TO THE CITIZENS FINANCIAL SERVICES, INC. 2006 RESTRICTED STO

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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