#### CNB FINANCIAL CORP/PA

Form 4

February 12, 2016

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|----|---|---|---|

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

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0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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 ** Kassab Leanne D |                  | ng Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer                      |  |  |  |
|--|------------------|-------------|---|---|--|--|--|
|  |                  |             | CNB FINANCIAL CORP/PA<br>[CCNE]                             | (Check all applicable)  |  |  |  |
| (Last) 921 CUMBER  | (First)  LAND ST | (Middle)    | 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2016 | Director 10% Owner X Officer (give title Other (specify below) below) |  |  |  |
| , <b>2</b> 1 001/1221                                      | (Street)         |             | 4. If Amendment, Date Original                              | Senior Vice President  6. Individual or Joint/Group Filing(Check      |  |  |  |
|  |                  |             | Filed(Month/Day/Year)                                       | Applicable Line) _X_Form filed by One Reporting Person                |  |  |  |
| CLEARFIELD   | , PA 16830       |             |   | Form filed by More than One Reporting Person                          |  |  |  |
| (City)   | (State)          | (Zip)       |   |   |  |  |  |

| (City)                 | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne |                               |                  |                          |       |             |                         |                           |                       |
|------------------------|---|-------------------------------|------------------|--------------------------|-------|-------------|-------------------------|---------------------------|-----------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year)  | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securi<br>on(A) or Di |       |             | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3)             |   | any                           | Code             | (Instr. 3,               | 4 and | 5)          | Beneficially            | (D) or                    | Beneficial            |
|                        |   | (Month/Day/Year)              | (Instr. 8)       |                          |       |             | Owned                   | Indirect (I)              | Ownership             |
|                        |   |                               |                  |                          |       |             | Following               | (Instr. 4)                | (Instr. 4)            |
|                        |   |                               |                  |                          | (A)   |             | Reported                |                           |                       |
|                        |   |                               |                  |                          | or    |             | Transaction(s)          |                           |                       |
|                        |   |                               | Code V           | Amount                   |       | Price       | (Instr. 3 and 4)        |                           |                       |
| common<br>stock        | 02/12/2016  |                               | A                | 1,500                    | A     | \$<br>17.63 | 4,650.727               | D                         |                       |
| common<br>stock        |   |                               |                  |                          |       |             | 728                     | I                         | Spouse                |

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

| 1. Title of Derivative | 2. Conversion           | 3. Transaction Date (Month/Day/Year) | Execution Date, if      | 4.<br>Transactio |                   | 6. Date Exercises Expiration D | ate        | 7. Title a            | of          | 8. Price of Derivative | 9. Nu<br>Deriv |
|------------------------|-------------------------|--------------------------------------|-------------------------|------------------|-------------------|--------------------------------|------------|-----------------------|-------------|------------------------|----------------|
| Security (Instr. 3)    | or Exercise<br>Price of |                                      | any<br>(Month/Day/Year) | Code (Instr. 8)  | of<br>Derivative  | (Month/Day/<br>e               | i cai j    | Underlyi<br>Securitie | _           | Security (Instr. 5)    | Secur<br>Bene  |
|                        | Derivative              |                                      |                         |                  | Securities        |                                |            | (Instr. 3             | and 4)      |                        | Owne           |
|                        | Security                |                                      |                         |                  | Acquired (A) or   |                                |            |                       |             |                        | Follo<br>Repo  |
|                        |                         |                                      |                         |                  | Disposed          |                                |            |                       |             |                        | Trans          |
|                        |                         |                                      |                         |                  | of (D) (Instr. 3, |                                |            |                       |             |                        | (Instr         |
|                        |                         |                                      |                         |                  | 4, and 5)         |                                |            |                       |             |                        |                |
|                        |                         |                                      |                         |                  |                   |                                |            | A                     | mount       |                        |                |
|                        |                         |                                      |                         |                  |                   | Date                           | Expiration | or<br>Title N         | r<br>Iumber |                        |                |
|                        |                         |                                      |                         |                  | (4)               | Exercisable                    | Date       | of                    | f           |                        |                |
|                        |                         |                                      |                         | Code V           | (A) (D)           |                                |            | Sl                    | hares       |                        |                |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Kassab Leanne D

Senior Vice President 921 CUMBERLAND ST

CLEARFIELD, PA 16830

## **Signatures**

/s/ Jessica A. Shaffner, 02/12/2016 Attorney-in-Fact

\*\*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).

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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