CNB FINANCIAL CORP/PA

Form 5

March 06, 2007

FORM 5

OMB APPROVAL

OMB

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

| 1. Name and Address of Reporting Person * Sloppy Richard L | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|---------|----------|---|--|--|--|
| | | | CNB FINANCIAL CORP/PA [CCNE] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006 | Director 10% Owner X Officer (give title Other (specification) below) SENIOR VICE PRESIDENT | | |
| 309 W MAF | RKET ST | | | SERVICIA VICE PRESIDENT | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting | | |
| | | | , , , , , , , , , , , , , , , , , , , | (check applicable line) | | |
| | | | | | | |

CLEARFIELD, PAÂ 16830

(State)

(Zip)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|---|---|---|--|---|--|---|
| | | | | (A) or | Fiscal Year | (Instr. 1) | (Instr. 1) |
| | | | | | rice (Instr. 3 and 4) | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SEC 2270 (9-02)

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. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-------------|-----------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | Derivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or | | |

Edgar Filing: CNB FINANCIAL CORP/PA - Form 5

Derivative Disposed of (D) (Instr. 3, 4, and Security 5)

> Expiration Title (A) (D) Date Amount or Exercisable Number of Date

Shares

Phantom Phantom 777.497 Â Â (1) Â $J^{(3)}$ (1) 12/29/2006(2) 777.497 Stock stock

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Sloppy Richard L Â À SENIOR VICE PRESIDENT À 309 W MARKET ST CLEARFIELD, PAÂ 16830

Signatures

Richard L. 03/06/2007 Sloppy **Signature of Date Reporting Person

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) N/A
- (2) Various dates
- (3) Units of phantom stock acquired through a deferred compensation plan

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2