

JONES MACGREGOR S
Form 4
August 02, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES MACGREGOR S

2. Issuer Name and Ticker or Trading Symbol
CODORUS VALLEY BANCORP INC [CVLY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
105 LEADER HEIGHTS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

YORK, PA 17405

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	07/31/2017		M		474	A	\$ 12.1349	27,762.999	D	
Common Stock	07/31/2017		S		474	D	\$ 28.0986	27,288.999 (1)	D	
Common Stock	07/31/2017		M		1,350	A	\$ 16.6289	28,638.999	D	
Common Stock	07/31/2017		S		1,350	D	\$ 28.0986	27,288.999 (1)	D	
Common Stock	07/31/2017		M		1,581	A	\$ 17.8685	28,869.999	D	

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Common Stock	07/31/2017	S	1,581	D	\$ 28.0986	27,288.999 (1)	D	
Common Stock	08/01/2017	M	244	A	\$ 17.8685	27,532.999	D	
Common Stock	08/01/2017	S	244	D	\$ 28.0117	27,288.999 (1)	D	
Common Stock	08/01/2017	M	322	A	\$ 19.8952	27,610.999	D	
Common Stock	08/01/2017	S	322	D	\$ 28.0117	27,288.999 (1)	D	
Common Stock						5,197	I	held by spouse

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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option to Buy	\$ 12.1349	07/31/2017		M	474	11/13/2013 11/13/2022	Common Stock	474
Stock Option to Buy	\$ 16.6289	07/31/2017		M	1,350	11/19/2014 11/19/2023	Common Stock	1,350
Stock Option to Buy	\$ 17.8685	07/31/2017		M	1,581	12/16/2015 12/16/2024	Common Stock	1,581
Stock Option to Buy	\$ 17.8685	08/01/2017		M	244	12/16/2015 12/16/2024	Common Stock	244

Stock											
Option to Buy	\$ 19.8952	08/01/2017		M	322	11/17/2016	11/17/2025	Common Stock		322	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES MACGREGOR S 105 LEADER HEIGHTS ROAD YORK, PA 17405		X		

Signatures

/s/Dawn C. Paul, Attorney-in-Fact	08/02/2017
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) 2,818.989 shares held individually, 24,470.01 shares held with spouse

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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