

CODORUS VALLEY BANCORP INC

Form 4

July 29, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
WEAVER SCOTT T

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)
07/27/2016

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
SVP of PeoplesBank

YORK, PA 17403

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/27/2016 | | M | 1,379 A \$ 17.4603 | 3,968.344 | D | |
| Common Stock | 07/27/2016 | | M | 221 A \$ 18.7619 | 4,189.344 | D | |
| Common Stock | 07/27/2016 | | S | 1,600 D \$ 21.25 | 2,589.344 | D | |
| Common Stock | 07/28/2016 | | M | 1,548 A \$ 18.7619 | 4,137.344 | D | |
| Common Stock | 07/28/2016 | | S | 1,548 D \$ 21.2374 | 2,589.344 | D | |

| | | | |
|-----------------|-----|---|---|
| Common Stock | 830 | I | Trustee of the Issac Tenison Weaver testamentary trust |
|-----------------|-----|---|---|

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

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SEC 1474
(9-02)

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 | \$ 17.4603 | 07/27/2016 | | M | 1,379 | 11/19/2014 11/19/2023 | Common Stock | 1,379 |
| Stock Option to Buy | \$ 18.7619 | 07/27/2016 | | M | 221 | 12/16/2015 12/16/2024 | Common Stock | 221 |
| Stock Option to Buy | \$ 18.7619 | 07/28/2016 | | M | 1,548 | 12/16/2015 12/16/2024 | Common Stock | 1,548 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| WEAVER SCOTT T 105 LEADER HEIGHTS ROAD YORK, PA 17403 | | | | SVP of PeoplesBank |

Signatures

/s/Dawn C. Paul,
Attorney-in-Fact

07/29/2016

__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.

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