

CODORUS VALLEY BANCORP INC

Form 3

October 09, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CLEMENS MATTHEW A		(Month/Day/Year)	CODORUS VALLEY BANCORP INC [CVLY]	
(Last)	(First)	(Middle)	10/01/2014	
105 LEADER HEIGHTS ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
YORK,Â PAÂ 17403			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP of PeoplesBank	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,122,468 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Option to Buy	06/09/2009	12/09/2018	Common Stock	1,174	\$ 7.9501	D	Â
Stock Option to Buy	05/09/2011	11/09/2020	Common Stock	2,100	\$ 8.2177	D	Â
Stock Option to Buy	06/13/2012	12/13/2021	Common Stock	2,913	\$ 7.483	D	Â
Stock Option to Buy	11/13/2013	11/13/2022	Common Stock	1,785	\$ 14.0476	D	Â
Stock Option to Buy	11/19/2014	11/19/2023	Common Stock	1,250	\$ 19.25	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLEMENS MATTHEW A 105 LEADER HEIGHTS ROAD YORK, PA 17403	Â	Â	Â SVP of PeoplesBank	Â

## Signatures

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

10/09/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,599.912 restricted shares - 487.934 shares vest 12/13/2014, 342.275 shares vest 11/13/2014 and 2015, 213.714 shares vest 11/19/2015 and 2016

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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