

CODORUS VALLEY BANCORP INC

Form 4

October 25, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEAVER JANN A

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)
10/23/2012

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

YORK, PA 17405

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	10/23/2012		M		1,057	A	\$ 8.3476	3,898.4428 D
Common Stock	10/23/2012		M		2,394	A	\$ 6.119	6,292.4428 D
Common Stock	10/23/2012		M		2,325	A	\$ 8.6286	8,617.4428 D
Common Stock	10/23/2012		M		3,170	A	\$ 7.8571	11,787.4428 D
Common Stock	10/23/2012		S		8,946	D	\$ 15.25	2,841.4428 D

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

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(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 (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	\$ 8.3476	10/23/2012		M	1,057	06/09/2009 12/09/2018	Common Stock	1,057
Stock Option to Buy	\$ 6.119	10/23/2012		M	2,394	02/25/2010 08/25/2019	Common Stock	2,394
Stock Option to Buy	\$ 8.6286	10/23/2012		M	2,325	05/09/2011 11/09/2020	Common Stock	2,325
Stock Option to Buy	\$ 7.8571	10/23/2012		M	3,170	06/13/2012 12/13/2021	Common Stock	3,170

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEAVER JANN A 105 LEADER HEIGHTS ROAD YORK, PA 17405			Treasurer	

Signatures

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

10/25/2012

 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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