

CODORUS VALLEY BANCORP INC
 Form 4
 October 25, 2012

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 *
 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
 Officer (give title below) _____ Other (specify below)
 Treasurer

YORK, PA 17405

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/23/2012		M		1,057 A \$ 8.3476	D	
Common Stock	10/23/2012		M		2,394 A \$ 6.119	D	
Common Stock	10/23/2012		M		2,325 A \$ 8.6286	D	
Common Stock	10/23/2012		M		3,170 A \$ 7.8571	D	
Common Stock	10/23/2012		S		8,946 D \$ 15.25	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 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	\$ 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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