

CODORUS VALLEY BANCORP INC  
Form 8-K  
November 16, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Form 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) – November 16, 2012 (~~November 13, 2012~~)

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**CODORUS VALLEY BANCORP, INC.**

(Exact name of registrant as specified in its charter)

Pennsylvania 0-15536 23-2428543  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Number)

105 Leader Heights Road  
P.O. Box 2887 17405-2887  
York, Pennsylvania  
(Address of principal executive offices) (Zip code)

**717-747-1519**

(Registrant's telephone number including area code)

N/A

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(Former name or address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On November 13, 2012, based on the recommendation of the Compensation Committee, the Board of Directors of Codorus Valley Bancorp, Inc. (“Company”) awarded restricted stock and stock options, under the Company’s 2007 Long-Term Incentive Plan to directors and certain of its officers, including the awards to the Company named executive officers listed below:

Executive Officer	Restricted Stock	Qualified Options
Larry J. Miller	3,350	0
Harry R. Swift	2,150	0
Jann A. Weaver	625	1,700

The grant date for the restricted stock and stock options was November 13, 2012. The price of the restricted stock and stock options shall in accordance with the terms of the Plan. The stock options vest in one year and expire in ten years after the date of grant. Half of the restricted stock awards shall vest on the second anniversary of the date of grant, and the remainder shall vest on the third anniversary of the date of grant.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Codorus Valley Bancorp, Inc.  
(Registrant)

Date: November 16, 2012 /s/ Larry J. Miller  
Larry J. Miller  
President and Chief  
Executive Officer  
(Principal Executive Officer)