MILLER LARRY J Form 4/A October 16, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires:

January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5
obligations
may continue.

See Instruction

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(b).

| 1. Name and Address of Reporting Person * MILLER LARRY J |   |                        | 2. Issuer Name and Ticker or Trading Symbol CODORUS VALLEY BANCORP INC [CVLY] |  |                                     |        | ınış I   | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                    |  |   |  |
|--|---|------------------------|---|--|-------------------------------------|--------|--|--|--|---|--|
| (Last)   | (First)                                 | Middle)                | 3. Date of Earliest Transaction (Month/Day/Year) 10/12/2007                   |  |                                     | _      | _X_ Director<br>_X_ Officer (give below)   | title 10% Owner Other (specify below) ident & CEO  |  |   |  |
|  | (Street)                                |                        | 4. If Amendment, Date Original Filed(Month/Day/Year) 10/16/2007               |  |                                     | -<br>- | 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)                  | Tab   | le I - Non-                            | Derivativo                          | e Secu | rities Acqui   | ired, Disposed of,   | or Beneficiall   | y Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)                     | 2. Transaction Date<br>(Month/Day/Year) | Execution any (Month/D | Date, if  | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securi<br>or Dispo<br>(Instr. 3, | sed of |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock  | 10/12/2007                              |                        |   | Code V M                               | Amount 9,000                        |        | Price<br>\$<br>10.9628   | (Instr. 3 and 4)<br>27,922.502   | D  |   |  |
| Common<br>Stock  | 10/12/2007                              |                        |   | S                                      | 9,000                               | D      | \$ 18.035  | 18,922.502   | D  |   |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date     |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8 E S (1 |
|---|---|--------------------------------------|---|---|---------------------|--------------------|---|--|----------|
|   |   |                                      | Code V                                  | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |          |
| Stock option to buy                                 | \$ 10.9628  | 10/12/2007                           | M                                       | 9,000   | 04/28/1998          | 10/28/2007         | Common<br>Stock   | 9,000                                  |          |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |                 |       |  |  |  |
|--------------------------------|---------------|-----------|-----------------|-------|--|--|--|
| •                              | Director      | 10% Owner | Officer         | Other |  |  |  |
| MILLER LARRY J                 |               |           |                 |       |  |  |  |
|                                | X             |           | President & CEO |       |  |  |  |

# **Signatures**

/s/Larry J.
Miller

\*\*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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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