

NESTLERODE R EDWARD JR
Form 5
January 09, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
NESTLERODE R EDWARD JR

2. Issuer Name and Ticker or Trading Symbol
PENNS WOODS BANCORP INC [PWOD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

50 WEST GREENRIDGE DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOCK HAVEN, PA 17745

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Penns Wood Bancorp, Inc. Common Stock | 10/30/2003 | ^ | J | 718 A \$ 0 | 7,670 | D | ^ |
| Penns Wood Bancorp, | 11/18/2005 | ^ | J | 1,026 A \$ 0 | 8,696 | D | ^ |

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| | | | | | | | | | | |
|--|------------|---|------------------------|-----|---|------|-------|---|----------|--|
| Inc. Common Stock | | | | | | | | | | |
| Penns Wood Bancorp, Inc. Common Stock | 11/18/2005 | Â | J | 30 | A | \$ 0 | 167 | I | Daughter | |
| Penns Wood Bancorp, Inc. Common Stock | 11/18/2005 | Â | J | 30 | A | \$ 0 | 167 | I | Son | |
| Penns Wood Bancorp, Inc. Common Stock | 11/18/2005 | Â | J | 136 | A | \$ 0 | 820 | I | Company | |
| Penns Wood Bancorp, Inc. Common Stock | 12/19/2005 | Â | <u>J⁽¹⁾</u> | 97 | A | \$ 0 | 8,960 | D | Â | |
| Penns Wood Bancorp, Inc. Common Stock | 12/19/2005 | Â | <u>J⁽¹⁾</u> | 2 | A | \$ 0 | 181 | I | Daughter | |
| Penns Wood Bancorp, Inc. Common Stock | 12/19/2005 | Â | <u>J⁽¹⁾</u> | 2 | A | \$ 0 | 181 | I | Son | |

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 2270
(9-02)

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

