

BOWER PHILLIP H
Form 5
January 10, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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 *
BOWER PHILLIP H

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)

2195 STOPPER DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MONTOURSVILLE, PA 17754

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 Indirect Beneficial Ownership (Instr. 4)
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	PA	J	398.2953 A	\$ 0 0	I	Grandson Matthew
Penns Woods Bancorp,	12/19/2005	PA	J ⁽¹⁾	24.5655 A	\$ 0 2,414.3373	I	Grandson Matthew

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Inc. Common Stock									
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	8,715	A	\$ 0	52,290	D	Â
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	338	A	\$ 0	2,032	I	Grandson Austin
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	255	A	\$ 0	1,532	I	Grandson Brandon
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	338	A	\$ 0	2,032	I	Grandson Christopher
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	132	A	\$ 0	792	D ⁽²⁾	Â
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	88	A	\$ 0	528	I	Wife IRA

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)

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Table with 9 columns: 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. Price of Derivative Security (Instr. 5), 9. Price of Underlying Security (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, Title, and Amount or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry: BOWER PHILLIP H, 2195 STOPPER DRIVE, MONTOURSVILLE, PA 17754. Relationships: Director (X), 10% Owner, Officer, Other.

Signatures

/s/ Kimberly R. Yale, Attorney-in-Fact 01/09/2006

**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).
(1) 12/19/2005 fourth quarter dividend reinvestment shares
(2) IRA

Remarks:

J&K - Stock split issued 11/18/2005
Total also includes previously issued Dividend Reinvestment Plan shares which are not required to be

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