DAVIS WILLIAM W JR

Form 4

December 14, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Symbol

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

Issuer

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

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

DAVIS WILLIAM W JR

1. Name and Address of Reporting Person *

		NO	NORWOOD FINANCIAL CORP NWFL]	(Check all applicable)		
(Last) (First) (Middle) 717 MAIN STREET			Date of Earliest Transaction Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify below) Chairman of the Board		
			2/12/2017			
HONESDA	(Street) LE, PA 18431		. If Amendment, Date Original Filed(Month/Day/Year)	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)	Table I - Non-Derivative Securities Acq	uired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Transaction(A) or Disposed of (D) Code (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				39,969	D	
Common Stock				6,930	I	Held in Trust
Common Stock				210 (1)	I	Restricted Stock Award
Common Stock				270 (2)	I	Restricted Stock Award
				420 <u>(3)</u>	I	

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Common Stock								Restricted Stock Award
Common Stock	12/12/2017	A	50	A	\$ 32.81	50 (4)	I	Restricted Stock Award
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)	

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	SA. Deemed Execution Date, if any (Month/Day/Year)	Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of		6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
	Security				(D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options Right to Buy	\$ 32.81	12/12/2017		A	1,000	12/12/2018	12/12/2027	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
DAVIS WILLIAM W JR 717 MAIN STREET HONESDALE, PA 18431	X		Chairman of th	e Board			
Signatures							
/s/ William W. Davis, Jr., by William S. Lance, Attorney-in-fact 12/14/2017							
**Signature of Rep	Date						

**Signature of Reporting Person

Reporting Owners 2

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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) Award vests in five equal installments beginning on December 9, 2015 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.
- (2) Award vests in five equal installments beginning on December 8, 2016 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.
- (3) Award vests in five equal installments beginning on December 13, 2017 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.
- (4) Award vests in five equal installments beginning on December 12, 2018 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.

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.