## NESTLERODE R EDWARD JR

Form 5

Bancorp,

January 09, 2006

FORM	15							OMB A	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION									3235-0362		
Check this box if no longer subject			Washington, D.C. 20549						January 31, 2005		
to Section Form 4 or 5 obligation may conti	Form ANN ons inue.		CATEMENT OF CHANGES IN BENEFIC OWNERSHIP OF SECURITIES					Estimated average burden hours per response 1.0			
See Instru 1(b). Form 3 H Reported Form 4 Transactic Reported	Filed purs oldings Section 17(a	a) of the Public	n 16(a) of the S Utility Holdin Investment C	ng Comp	any A	ct of	1935 or Section	on			
1. Name and Address of Reporting Person ** NESTLERODE R EDWARD JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol PENNS WOODS BANCORP INC [PWOD]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (M	(Mon	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  12/31/2005					% Owner ner (specify			
50 WEST C	GREENRIDGE DI										
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting  (check applicable line)				
LOCK HAV	VEN, PA 1774	15					_X_ Form Filed by Form Filed by Person				
(City)	(State)	(Zip)	able I - Non-Der	ivative Se	curitie	s Acqu	ired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	Disposed of (D) (Instr. 3, 4 and 5)  (A) or		)) 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)			
Penns Wood Bancorp, Inc. Common Stock	10/30/2003	Â	J	Amount	A A	Price	7,670	D	Â		
Penns Wood	11/18/2005	Â	J	1,026	A	\$ 0	8,696	D	Â		

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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	J <u>(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	J <u>(1)</u>	2	A	\$ 0	181	I	Son
Reminder: Rep	Persons v	ersons who respond to the collection of information SEC 2270							

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

securities beneficially owned directly or indirectly.

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(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)
	Derivative				Securities	;		(Instr. 3 and 4)	
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					(A) (D)	Date	Expiration	Title Amount	
					(A) (D)	Exercisable	Date	or	
						LACICISADIC	Date	Number	
								of	
								Shares	

# **Reporting Owners**

LOCK HAVEN, PAÂ 17745

# **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) 12/9/2005 fourth quarter dividend reinvestment shares

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#### **Remarks:**

J-Stock split issued 11/18/2005

Total also includes previously issued Dividend Reinvestment Plan shares which are not required to b

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