NESTLERODE R EDWARD JR

Form 5

February 08, 2012

FORM 5								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								Number:	3235-0362		
Check this box if no longer subject			Washington, D.C. 20549					Expires:	January 31, 2005		
to Section Form 4 or 5 obligation may continue See Instruc	Form ANN ons nue.		ATEMENT OF CHANGES IN BENE OWNERSHIP OF SECURITIES				EFICIAL	average urs per			
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions Reported											
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)	(Mor			(Month/Day/Year)				_X_ Director 10% Owner Officer (give title below) Other (specify below)			
50 WEST GREENRIDGE DRIVE											
	(Street)		Amendment, Date	Original			6. Individual or J	oint/Group Reporting			
Filed(Month/Day/Year) (check a						ck applicable line	applicable line)				
						Form Filed by	y One Reporting Person y More than One Reporting				
(City)	(State)	(Zip)	Table I - Non-Der	ivative Se	curitie	es Acqu	iired, Disposed o	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Damas				Amount	(D)	Price	4)				
Penns Woods Bancorp, Inc.	12/31/2011	Â	J	676	A	\$0	14,489	D	Â		
Penns Woods Bancorp, Inc.	12/31/2011	Â	J	12	A	\$0	250	I	Son		

Â

J

12

A \$0 250

12/31/2011

Daughter

I

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Penns

Woods

Bancorp,

Inc.

Penns

Woods Bancorp, 12/31/2011 Â J 64 A \$0 1,274 I Company

Inc.

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NESTLERODE R EDWARD JR 50 WEST GREENRIDGE DRIVE LOCK HAVEN, PA 17745	ÂX	Â	Â	Â		

Signatures

/s/ Kimberly R. Yale, Attorney-in-Fact 02/07/2012

**Signature of Reporting Person

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).

Date

Deletionshin

Reporting Owners 2

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Remarks:

J - 2011 Dividend Reinvestment shares

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.