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NORWOOD FINANCIAL CORP Form 4 January 03, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARSHALL JOHN E Issuer Symbol NORWOOD FINANCIAL CORP (Check all applicable) [NWFL] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) P O BOX 269, 717 MAIN ST 12/29/2006 Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HONESDALE, PA 18431 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (T) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying
(Instr. 3)	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and

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Ι	Price of Derivative Security	erivative		(Month/Day/Y	ear) (Instr. 8)		Ac (A Di of (In	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
					Co	de V	V (1	A)	(D)	Date Exercisable	Expiration Date	Title
Options-Right-to-Buy	\$ 31.5	12/	29/2006		A	L	5(00		12/29/2007	12/29/2016	Common Stock
Reporting Ow	ners	;										
Reporting Owner Name / /	ddress		Relatior	tionships								
Reporting Owner Runne / A	uuress	Director	10% Owner	Officer	Other							
MARSHALL JOHN E P O BOX 269 717 MAIN ST HONESDALE, PA 1843	1	Х		Secretary								
Signatures												
/s/ John E. Marshall, by: Lewis J. Critelli,					01/02/2	007						

Attorney-in-Fact

**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).

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.