

FRANKLIN FINANCIAL SERVICES CORP /PA/

Form S-8 POS

June 17, 2002

As filed with the Securities and Exchange Commission on June __, 2002

Registration No. 33-82675

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Franklin Financial Services Corporation
(Exact name of Registrant as specified in its charter)

Pennsylvania 25-1440803
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

Farmers and Merchants Trust Company Profit-Sharing Plan
(Full title of Plan)

Franklin Financial Services Corporation
20 South Main Street
Chambersburg, Pennsylvania 17201-0819
(717) 264-6116
(Address, including zip code, and
telephone number, including area code,
of Registrant's principal executive offices)

Elaine G. Meyers
Chief Financial Officer
Franklin Financial Services Corporation
20 South Main Street
Chambersburg, Pennsylvania 17201-0819
(717) 264-6116
(Name, address, including zip code, and
telephone number, including area code,
of agent for service)

Copies to:

Clinton W. Kemp, Esquire
Stevens & Lee, P.C.
P.O. Box 1594
25 North Queen Street
Suite 602
Lancaster, Pennsylvania 17608-1594
(717) 399-6623

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The Registrant hereby deregisters those shares of its common stock, \$1.00 par value, registered pursuant to Registration Statement No. 33-82675 that remained unsold as of the close of business on June 13, 2002, as follows:

Title of Each Class of Securities Registered	Number of Shares Registered	Number of Shares Remaining Unsold at Close of Business on 6/13/02 and Hereby Deregistered
Common Stock, \$1.00 par value	100,000	97,900

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 33-82675 to be signed on its behalf by the undersigned, thereunto duly authorized, in Chambersburg, Pennsylvania, on June 13, 2002.

FRANKLIN FINANCIAL SERVICES
CORPORATION

By: /s/William E. Snell, Jr.
William E. Snell, Jr.,
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 33-82675 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	
/s/Robert G. Zullinger Robert G. Zullinger	Chairman of the Board and Director	June 13, 2002
/s/William E. Snell, Jr. William E. Snell, Jr.	President, Chief Executive Officer and Director	June 13, 2002
Charles S. Bender, II	Director	June 13, 2002
G. Warren Elliott	Director	June 13, 2002
/s/Donald A. Fry Donald A. Fry	Director	June 13, 2002
Dennis W. Good	Director	June 13, 2002
/s/Allan E. Jennings, Jr. Allan E. Jennings, Jr.	Director	June 13, 2002

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/s/H. Huber McCleary H. Huber McCleary	Director	June 13, 2002
/s/Jeryl C. Miller Jeryl C. Miller	Director	June 13, 2002
/s/Stephen E. Patterson Stephen E. Patterson	Director	June 13, 2002
/s/Charles H. Sioberg Charles H. Sioberg	Director	June 13, 2002
/s/Kurt E. Suter Kurt E. Suter	Director	June 13, 2002
/s/Martha B. Walker Martha B. Walker	Director	June 13, 2002
/s/Elaine G. Meyers Elaine G. Meyers	Treasurer and Chief Financial Officer	June 13, 2002