

CORMICK JAY H MC
 Form 5
 January 10, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 CORMICK JAY H MC

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) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

1200 VALLAMONT DRIVE, NW

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WILLAMSPORT, PA 17701

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)	7. Nature of Ownership (Instr. 4)
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	^	J	3,352 A \$ 0	20,115	D	^
Penns Woods Bancorp, Inc.	11/18/2005	^	J	226 A \$ 0	1,267	I	Wife

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Common Stock										
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	232	A	\$ 0	1,303	I	Son	
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	762	A	\$ 0	4,573	D ⁽²⁾	Â	
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	375	A	\$ 0	2,253	I	Wife IRA	
Penns Woods Bancorp, Inc. Common Stock	12/19/2005	Â	J ⁽¹⁾	14	A	\$ 0	1,370	I	Wife	
Penns Woods Bancorp, Inc. Common Stock	12/19/2005	Â	J ⁽¹⁾	14	A	\$ 0	1,410	I	Son	
Penns Woods Bancorp, Inc. Common Stock	12/16/2005	Â	G	270	D	\$ 0	19,845	D	Â	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. of
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	D	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORMICK JAY H MC 1200 VALLAMONT DRIVE, NW WILLAMSPORT, PA 17701	X			

Signatures

/s/ Kimberly R. Yale
Attorney-in-Fact
Date: 12/27/2004

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) 12/19/2005 fourth quarter dividend reinvestment shares
(2) IRA

Remarks:
 J - Stock split issued 11/18/2005
 Total also includes previously issued Dividend Reinvestment Plan shares which are not required to be reported
 G - gifted 270 shares to Lycoming College

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.