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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 **GUMBLE-COTTELL SUSAN** Issuer Symbol NORWOOD FINANCIAL CORP (Check all applicable) [NWFL] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 717 MAIN STREET 12/29/2006 (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 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership 7. Nature of Execution Date, if Security (Month/Day/Year) TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) anv (Month/Day/Year) (Instr. 3, 4 and 5) Ownership (Instr. 8) Owned **(I)** (Instr. 4) Following (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	Transacti	onof	Expiration Date	Underlying
(Instr. 3)	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and

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Price of Derivat Securit	ive	()	Month/Day	y/Year)	(Instr. 8	,	Securi Acquin (A) or Dispos of (D) (Instr. and 5)	red sed 3, 4,			
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Options-Right-to-Buy \$31	.5 12/2	29/2006			A		500		12/29/2007	12/29/2016	Common Stock
Reporting Owners											
Reporting Owner Name / Address		Relationships									
	Director	10% Owner	Officer	Other							
GUMBLE-COTTELL SUSAN 717 MAIN STREET HONESDALE, PA 18431	X										

Signatures

/s/ Susan Gumble-Cottell, by: Lewis J. Critelli,	01/02/2007		
Attorney-in-Fact	01/02/2007		
**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.