

NORWOOD FINANCIAL CORP
 Form 4
 January 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ONEILL DANIEL J

2. Issuer Name and Ticker or Trading Symbol
 NORWOOD FINANCIAL CORP
 [NWFL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 P O BOX 269, 717 MAIN ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/18/2008

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

HONESDALE, PA 18431
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/18/2008		M	788 A \$ 14.12	7,330	D	
Common Stock	01/18/2008		M	788 A \$ 10.36	8,118	D	
Common Stock	01/18/2008		M	788 A \$ 16.98	8,906	D	
Common Stock	01/18/2008		M	788 A \$ 19.05	9,694	D	
Common Stock	01/18/2008		M	413 A \$ 23.95	10,107	D	

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options - Right-to-Buy	\$ 14.12	01/18/2008		M	788	12/14/2000 12/14/2009		Common Stock	788
Options - Right-to-Buy	\$ 10.36	01/18/2008		M	788	12/13/2001 12/13/2010		Common Stock	788
Options - Right-to-Buy	\$ 16.98	01/18/2008		M	788	12/11/2002 12/11/2011		Common Stock	788
Options - Right-to-Buy	\$ 19.05	01/18/2008		M	788	12/10/2003 12/10/2012		Common Stock	788
Options - Right-to-Buy	\$ 23.95	01/18/2008		M	413	12/09/2004 12/09/2013		Common Stock	413

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEILL DANIEL J P O BOX 269 717 MAIN ST HONESDALE, PA 18431		X		

Signatures

/s/Daniel J. O'Neill By: Lewis J. Critelli,
Attorney-in-Fact

01/18/2008

**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.

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