

Glunk Robert J
Form 3
April 26, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Å Glunk Robert J
 (Last) (First) (Middle)
 04/25/2012

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/25/2012

3. Issuer Name **and** Ticker or Trading Symbol
 PENNS WOODS BANCORP INC [PWOD]

4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

PENNS WOODS BANCORP,
 INC., Å 300 MARKET STREET
 (Street)

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer ___ Other
 (give title below)(specify below)
 SVP, Chief Operating Officer
 6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

WILLIAMSPORT, Å PA Å 17703-0967
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Penns Woods Bancorp, Inc. Common Stock	742	D <u>(1)</u>	Å
Penns Woods Bancorp, Inc. Common Stock	208	D <u>(2)</u>	Å
Penns Woods Bancorp, Inc. Common Stock	4,887	D <u>(3)</u>	Å

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Glunk Robert J PENNS WOODS BANCORP, INC. 300 MARKET STREET WILLIAMSPORT, PA 17703-0967	Â	Â	Â	SVP, Chief Operating Officer	Â

Signatures

/s/ Kimberly R. Yale Attorney in Fact	04/26/2012 Date
**Signature of Reporting Person	

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Individual ownership
- (2) Individual ownership Employee Stock Purchase Plan
- (3) Joint with wife

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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