

NESTLERODE R EDWARD JR  
Form 5  
January 09, 2006

**FORM 5**

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

OMB APPROVAL

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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 \*  
NESTLERODE R EDWARD JR

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)

50 WEST GREENRIDGE DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOCK HAVEN, PA 17745

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)
				(A) or (D) Price			
Penns Wood Bancorp, Inc. Common Stock	10/30/2003	^	J	718 A \$ 0 7,670	D	^	
Penns Wood Bancorp,	11/18/2005	^	J	1,026 A \$ 0 8,696	D	^	

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Inc. Common Stock										
Penns Wood Bancorp, Inc. Common Stock	11/18/2005	Â	J	30	A	\$ 0	167	I	Daughter	
Penns Wood Bancorp, Inc. Common Stock	11/18/2005	Â	J	30	A	\$ 0	167	I	Son	
Penns Wood Bancorp, Inc. Common Stock	11/18/2005	Â	J	136	A	\$ 0	820	I	Company	
Penns Wood Bancorp, Inc. Common Stock	12/19/2005	Â	<u>J(1)</u>	97	A	\$ 0	8,960	D	Â	
Penns Wood Bancorp, Inc. Common Stock	12/19/2005	Â	<u>J(1)</u>	2	A	\$ 0	181	I	Daughter	
Penns Wood Bancorp, Inc. Common Stock	12/19/2005	Â	<u>J(1)</u>	2	A	\$ 0	181	I	Son	

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

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

