

NESTLERODE R EDWARD JR
Form 5/A
January 13, 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 *
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)
01/09/2005

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 | 1,597 A \$ 0 9,267 | 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 | 11/29/2005 | Â | P | 120 | A | \$ 0 | 940 | I | Company | |
| Penns Wood Bancorp, Inc. Common Stock | 12/08/2005 | Â | P | 95 | A | \$ 0 | 9,362 | D | Â | |
| Penns Wood Bancorp, Inc. Common Stock | 12/19/2005 | Â | <u>J(1)</u> | 97 | A | \$ 0 | 9,459 | D | Â | |
| Penns Wood Bancorp, Inc. Common Stock | 12/19/2005 | Â | <u>J(1)</u> | 2 | A | \$ 0 | 181 | I | Daughter | |
| Penns Wood | 12/19/2005 | Â | <u>J(1)</u> | 2 | A | \$ 0 | 181 | I | Son | |

Bancorp,
Inc.
Common
Stock

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

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.

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------|---|--|----|
| | | | | | | Date Exercisable (A) | Expiration Date (D) | | | |
| | | | | | | | | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NESTLERODE R EDWARD JR 50 WEST GREENRIDGE DRIVE LOCK HAVEN, PA 17745 | | X | | |

Signatures

/s/ Kimberly R. Yale
Attorney-in-Fact
01/13/2006

 **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).

(1) 12/19/2005 fourth quarter dividend reinvestment shares

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Remarks:

J-Stock split issued 11/18/2005

Total also includes previously issued Dividend Reinvestment Plan shares which are not required to be

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