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NORWOOD FINANCIAL CORP

Form 8-K

March 06, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 3, 2006

Norwood Financial Corp.

(Exact name of registrant as specified in its charter)

Pennsylvania	0-28364	23-2828306
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

717 Main Street, Honesdale, Pennsylvania	18431
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (570) 253-1455

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2. below)

- Written communications pursuant to Rule 425 under the Securities Act (17
CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c)).

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INFORMATION TO BE INCLUDED IN REPORT

Item 1.01. Entry into a Material Definitive Agreement

On March 3, 2006, the Registrant amended its employment agreements with President William W. Davis, Jr. and Executive Vice President Lewis J. Critelli in order to comply with the recently-enacted provisions of Section 409A of the Internal Revenue Code of 1986. For further information, reference is made to the agreements, which are filed as exhibits hereto.

Item 9.01. Financial Statements and Exhibits

(c) The following exhibits are filed with this report.

Number Description

10.1 Amended Employment Agreement with William W. Davis, Jr.

10.2 Amended Employment Agreement with Lewis J. Critelli

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORWOOD FINANCIAL CORP.

Date: March 3, 2006

By: /s/William W. Davis, Jr.

William W. Davis, Jr.
President and Chief Executive Officer
(Duly Authorized Representative)