

JUNIATA VALLEY FINANCIAL CORP  
Form 8-K  
March 15, 2011

**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 15, 2011**

**Juniata Valley Financial Corp.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other Jurisdiction of  
Incorporation)

**0-13232**

(Commission File Number)

**232235254**

(IRS Employer Identification No.)

**Bridge and Main Streets, Mifflintown, Pennsylvania 17059**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(717) 436-8211**

**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:

- 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 15, 2011, the Board of Directors of the Juniata Valley Financial Corp approved the 2011 Stock Option Plan, subject to shareholder approval at the Annual Meeting of Shareholders on May 17, 2011. Exhibit 10.1 contains the approved plan.

In compliance with the previously disclosed mandatory retirement provisions in the Company's Bylaws, two directors have recently retired: Marshall A. Hartman and Joe E. Benner.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description            |
|-------------|------------------------|
| 10.1        | 2011 Stock Option Plan |

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 thereunto duly authorized.

**Juniata Valley Financial Corp.**

Date: March 15, 2011

By: /s/ JoAnn McMinn  
Name: JoAnn McMinn  
Title: SVP, Chief Financial Officer