DAVIS H THOMAS JR

Form 5

February 03, 2009

Reported

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Estimated average Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions

1. Name and Address of Reporting Person * DAVIS H THOMAS 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) (N		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008			_	_X Director Officer (give pelow)		Owner er (specify			
143 DAVIS	LANE		12/31/20	700								
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				(6. Individual or Joint/Group Reporting (check applicable line)						
	EN, PA 1774						_	_X_ Form Filed by Form Filed by ? Person	One Reporting Po More than One R			
(City)	(State)	(Zip)	Table	e I - Non-Deri	vative Sec	uritie	s Acqu	ired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3,	(A) o of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Penns Wood Bancorp, Inc.	12/31/2008	Â		J	243	A	\$0	17,708	D	Â		

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.

SEC 2270 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	Title	or Namelana	
						Exercisable	Date		Number	
					(A) (D)				of	
					(A) (D)				Shares	

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer of the same	Director	10% Owner	Officer	Other			
DAVIS H THOMAS JR 143 DAVIS LANE LOCK HAVEN, PA 17745	ÂX	Â	Â	Â			

Signatures

/s/ Kimberly R. Yale
Attorney-in-Fact
02/03/2009

**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).

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Remarks:

J - 2008 Dividend Reinvestment shares

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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