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)

December 18, 2003

CNB FINANCIAL CORPORATION

(Exact name of Registrant as specified in its Charter)

<u>Pennsylvania</u> (State or other jurisdiction 2-88511 (SEC File No.) 23-2908963 (IRS Employer

of incorporation)

Identification Number)

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County National Bank

1 South Second Street

PO Box 42

Clearfield, Pennsylvania 16830

(Address of principal executive offices)

Registrant s telephone number, including area code: (814) 765-9621

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits	
(a) Financial Statements: None	
(b) Exhibits:	
99 Press Release Announcing: William A. Franson s	Retirement
Item 12. Press Releases	
The Board of Directors of CNB Financial Corporation and County National Bank announce the retirement of William A. Franson from the respective Boards of Directors and as Executive Vice President and COO. The retirement is effective December 31, 2003.	
SIGNATURE	
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.	
	CNB Financial Corporation
Date: December 18, 2003	By: /s/ Joseph B. Bower, Jr.
	Joseph B. Bower, Jr.
	Treasurer