

NORWOOD FINANCIAL CORP
 Form 4
 August 06, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KASPER EDWARD C

2. Issuer Name and Ticker or Trading Symbol
**NORWOOD FINANCIAL CORP
 [NWFL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 269, 717 MAIN ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

HONESDALE, PA 18431

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V	Amount or Price		
Common Stock	08/05/2009		M	2,363 A	\$ 10.36	5,829	D
Common Stock	08/05/2009		M	2,363 A	\$ 16.98	8,192	D
Common Stock	08/05/2009		M	2,363 A	\$ 19.05	10,555	D
Common Stock	08/05/2009		S	6,329 D	\$ 32.51	4,226	D
Common Stock	08/05/2009		S	434 D	\$ 32.58	3,792	D

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Common Stock	08/05/2009	S	326	D	\$ 32.64	3,466	D	
Common Stock						756	I	IRA
Common Stock						8,943	I	ESOP

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

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options - Right-to-buy	\$ 10.36	08/05/2009		M		2,363		12/13/2001	12/13/2010	Common Stock	2,363
Options - Right-to-buy	\$ 16.98	08/05/2009		M		2,363		12/11/2002	12/11/2011	Common Stock	2,363
Options - Right-to-buy	\$ 19.05	08/05/2009		M		2,363		12/10/2003	12/10/2012	Common Stock	2,363

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASPER EDWARD C P O BOX 269 717 MAIN ST HONESDALE, PA 18431			Senior Vice President	

Signatures

/s/ Edward C. Kasper, by Lewis J. Critelli,
Attorney-in-Fact

08/06/2009

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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