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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  
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Norwood Financial Corp.

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(Exact name of registrant as specified in its charter)

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

|   |                     |
|---|---------------------|
| 717 Main Street, Honesdale, Pennsylvania          | 18431               |
| -----<br>(Address of principal executive offices) | -----<br>(Zip Code) |

Registrant's telephone number, including area code: (570) 253-1455  
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Not Applicable

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(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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NORWOOD FINANCIAL CORP.

INFORMATION TO BE INCLUDED IN REPORT  
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Item 1.01. Entry into a Material Definitive Agreement  
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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  
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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.  
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William W. Davis, Jr.  
President and Chief Executive Officer  
(Duly Authorized Representative)