

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**

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ISSUER

COMMUNITY BANKS INC /PA/

CIK: **714710** | IRS No.: **232251762** | State of Incorporation: **PA** | Fiscal Year End: **1231**
SIC: **6021** National commercial banks

Mailing Address
750 EAST PARK DR
HARRISBURG PA 17111

Business Address
750 EAST PARK DR
HARRISBURG PA 17111
7179205803

REPORTING OWNER

DUNKLEBARGER EDDIE L

CIK: **1224262** | State of Incorporation: **PA** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-11663** | Film No.: **05789438**

Mailing Address
960 SUNNYSIDE RD
YORK PA 17404

Business Address
750 EAST PARK DRIVE
HARRISBURG PA 17111
7179205811

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person DUNKLEBARGER EDDIE L			2. Issuer Name and Ticker or Trading Symbol COMMUNITY BANKS INC /PA/ [CMTY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2005			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
960 SUNNYSIDE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) YORK, PA 17404								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2005		<input checked="" type="checkbox"/>		2,500	A	\$7.7	104,438.022	D	
Common Stock								20,803.557	I	By 401(k) Plan
Common Stock								516	I	By Wife
Common Stock								6,035.206	I	By: Daughter/A
Common Stock								6,035.206	I	By: Daughter/S
Common Stock								6,035.206	I	By: Son

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Employee Stock Option	\$7.08							01/16/1997	01/16/2006	Common Stock	4,337		4,337	D	
Employee Stock Option	\$13.32							11/30/2001	11/30/2010	Common Stock	21,879		21,879	D	
Employee Stock Option	\$14.7							12/06/2000	12/06/2009	Common Stock	22,974		22,974	D	
Employee Stock Option	\$14.76							12/07/1999	12/07/2008	Common Stock	24,123		24,123	D	
Employee Stock Option	\$15.28							04/01/1998	01/20/2008	Common Stock	25,733		25,733	D	
Employee Stock Option	\$19							12/06/2002	12/06/2011	Common Stock	27,783		27,783	D	
Employee Stock Option	\$21.06							12/06/2003	12/06/2012	Common Stock	26,460		26,460	D	
Employee Stock Option	\$28.89							06/06/2005	12/06/2014	Common Stock	30,000		30,000	D	
Employee Stock Option	\$30.4							12/04/2004	12/04/2013	Common Stock	25,200		25,200	D	
Employee Stock Option	\$7.7	05/02/2005		X			2,500	01/21/1998	01/21/2007	Common Stock	2,500	\$7.7	23,884	D	

Signatures

Patricia E. Hoch, POA

** Signature of Reporting Person

05/02/2005

Date

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

* 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.

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 Number.