

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-31**
SEC Accession No. **0000946275-03-000084**

([HTML Version](#) on secdatabase.com)

SUBJECT COMPANY

NORWOOD FINANCIAL CORP

CIK: **1013272** | IRS No.: **232828306** | State of Incorporation: **PA** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **000-28364** | Film No.: **03546982**
SIC: **6022** State commercial banks

Business Address
717 MAIN ST
PO BOX 269
HONESDALE PA 18431
7172531455

REPORTING OWNER

SANDERS JOHN H

CIK: **1192355**
Type: **5**

Mailing Address
P O BOX 269
717 MAIN ST
HONESDALE PA 18431

Business Address
P O BOX 269
717 MAIN ST
HONESDALE PA 18431
6702531455

 OMB APPROVAL

 OMB Number 3235-0362
 Expires: January 31, 2005
 Estimated average burden
 hours per response 1.0

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 5

ANNUAL 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

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

Form 3 Holdings Reported
 Form 4 Transactions Reported

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1. Name and Address of Reporting Person*

SANDERS JOHN H.

 (Last) (First) (Middle)

717 MAIN STREET

 (Street)

HONESDALE PA 18431

 (City) (State) (Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

NORWOOD FINANCIAL CORP / NWFL

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3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

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4. Statement for Month/Year

DECEMBER 2002

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

SENIOR VICE PRESIDENT

=====

7. Individual or Joint/Group Reporting
 (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

<TABLE>
 <CAPTION>

2A.	3.	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially
			6. Owner- ship Form:
			7.

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	Deemed Execution Date if any (mm/dd/yy)	Transaction Code (Instr. 8)	(Instr. 3, 4 and 5)		Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr.4)	Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price		
<S>	<C>		<C>	<C>	<C>	<C>	<C>	<C>
COMMON	12/31/02		A	405	A	\$16.39	2,559	I ESOP
							61	D

*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3A. Exe- cution Date if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year) Date Exer- cisable	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
OPTIONS - RIGHT-TO-BUY						COMMON		6,000	D	

Explanation of Responses:

BY: LEWIS J. CRITELLI
 /S/JOHN H. SANDERS ATTORNEY-IN-FACT FEBRUARY 6, 2003
 **Signature of Reporting Person Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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