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PENNS WOODS BANCORP INC

Form 3

March 10, 2016

FORM 3

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

OMB APPROVAL

OMB Number:

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January 31, 2005

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...

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 * Â Karas Michelle M				2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol PENNS WOODS BANCORP INC [PWOD]					
(Last)	(First)	(Middle)	(Month/Day/Year) 03/08/2016		4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Origin Filed(Month/Day/Year)			
6920 SCENIO	C DRIVE										
(Street) BLOOMSBURG, PA 17815-8684				D _XC (give titl		(Check all applicable) Director 10% Owner < Officer Other ve title below) (specify below) Chief Operating Officer		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
									(City)	(State)	(Zip)
1.Title of Securi (Instr. 4)	ty			2. Amount of Se Beneficially Ow (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Natu Owner (Instr.	*			
Penns Woods	Bancorp, In	nc. Common	Stock	71		D (1)	Â				
Penns Woods	Bancorp, I	nc. Common	Stock	300		D	Â				
Reminder: Report		e line for each cla	ass of sec	urities beneficially	, , , , , , , , , , , , , , , , , , ,	SEC 1473 (7-02	2)				
	informat required	who respond tion contained I to respond u	l in this nless th	form are not ne form displays	s a						

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect	
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership	
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)	
		(Instr. 4)	Price of	Derivative		
		T:41-	Derivative	Security:		
		Title	Security	Direct (D)		

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Date Expiration or Indirect Amount or Exercisable Date Number of (I) Shares (Instr. 5)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Karas Michelle M

Â Chief Operating Officer Â 6920 SCENIC DRIVE

BLOOMSBURG, PAÂ 17815-8684

Signatures

/s/ Kimberly R. Yale Attorney 03/08/2016 in Fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).

(1) ESPP

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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