#### Edgar Filing: PENNS WOODS BANCORP INC - Form 4

#### PENNS WOODS BANCORP INC

Form 4

October 27, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Inc.

(Print or Type Responses)

CASALE MICHAEL J JR

1. Name and Address of Reporting Person \*

			PENNS [PWOD		VOODS BANCORP INC (Check all applicable)			e)			
(Last)	(First) VIN PLACE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2008				X Director 10% Owner Officer (give title below) Other (specify below)				
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WILLIAMSPORT, PA 17701								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	curities Acquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Yea	r) Execution	emed on Date, if Day/Year)	3. Transacti Code (Instr. 8)	on(A) or D (D) (Instr. 3,	4 and (A) or	d of	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)	
Penns Woods Bancorp, Inc.	10/27/2008			P	1,000	A	\$ 25.5	15,918	D		
Penns Woods Bancorp, Inc.								660	I	By Wife	
Penns Woods Bancorp,								918	I	ITF Daughter	

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Penns			
Woods	396	I	ITF Son
Bancorp,	390	1	117 3011
Inc.			
Penns			
Woods	2.602	т	UGMA
Bancorp,	3,692	I	Son
Inc.			

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

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 control number.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
, , ,	Derivative		` '	, ,	Securities			(Instr.	3 and 4)	, , ,	Own
	Security				Acquired			`	,		Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(111511
					4, and 5)						
					4, and 3)						
									Amount		
						Data	E:		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
reporting o where there is a real constant of	Director	10% Owner	Officer	Other				
CASALE MICHAEL J JR 1761 MALVIN PLACE	X							
WILLIAMSPORT, PA 17701								

# **Signatures**

/s/ Kimberly R. Yale, Attorney in Fact 10/27/2008

Reporting Owners 2

Date

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# **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. 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.