UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10Q

Quarterly Report Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2006

Commission File Number: 2-88927

FIRST KEYSTONE CORPORATION
(Exact name of registrant as specified in its charter)

Pennsylvania	23-2249083
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer identification No.)

111 West Front Street, Berwick, PA	18603
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (570) 752-3671

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date:

Common Stock, $2 Par Value, 4,365,621 shares as of May 2, 2006.

PART I. - FINANCIAL INFORMATION

Item. 1 Financial Statements

FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

(Amounts in thousands)

	March 2006 (Unaudited)	December 2005
ASSETS		
Cash and due from banks	$ 7,574	$ 7,098
Interest-bearing deposits in other banks	68	58
Investment securities available for sale carried at estimated fair value	240,496	247,288
Investment securities, held to maturity securities, estimated fair value of $5,181 and $4,217	5,234	4,248
Loans, net of unearned income	239,713	234,593
Allowance for loan losses	(3,688)	(3,676)
Net loans	$236,025	$230,917
Premises and equipment - Net	5,029	5,091
Accrued interest receivable	2,720	2,604
Cash surrender value of bank owned life insurance	11,582	11,470
Goodwill	1,224	1,224
Other assets	3,483	2,401
TOTAL ASSETS	$513,435	$512,399
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Deposits		
Non-interest bearing	$ 41,204	$ 39,664
Interest bearing	328,357	323,132
TOTAL DEPOSITS	$369,561	$362,796
Short-term borrowings	20,323	28,151
Long-term borrowings	63,535	65,535
Accrued interest and other expenses	2,696	2,372
Other liabilities	4,846	102
TOTAL LIABILITIES	$460,961	$458,956
STOCKHOLDERS' EQUITY		
Common stock, par value $2 per share	$ 9,079	$ 9,079
Surplus	12,377	12,387
Retained earnings	36,315	35,714
Accumulated other comprehensive income (loss)	(366)	807
Less treasury stock at cost 174,002 shares in 2006 and 153,624 shares in 2005	(4,931)	(4,544)
TOTAL STOCKHOLDERS' EQUITY	$ 52,474	$ 53,443
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$513,435	$512,399

See Accompanying Notes to Consolidated Financial Statements

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FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS ENDED March 31, 2006 AND 2005
(Unaudited)

(Amounts in thousands except per share data)

	2006	2005
INTEREST INCOME		
Interest and fees on loans	$3,875	$3,621
Interest and dividend income on securities	2,979	2,799
Deposits in banks	4	21
Total interest income	$6,858	$6,441
INTEREST EXPENSE		
Deposits	$2,396	$1,801
Short-term borrowings	213	72
Long-term borrowings	734	757
Total interest expense	$3,343	$2,630
Net interest income	$3,515	$3,811
Provision for loan losses	100	150
Net interest income after provision for loan losses	$3,415	$3,661
NON-INTEREST INCOME		
Trust department	$ 131	$ 124
Service charges and fees	484	486
Bank owned life insurance income	112	107
Gain on sale of loans	2	19
Investment securities gains (losses) - net	97	56
Other	41	11
Total non-interest income	$ 867	$ 803
NON-INTEREST EXPENSE		
Salaries and employee benefits	$1,370	$1,268
Occupancy, net	147	145
Furniture and equipment	185	175
Professional services	85	116
State shares tax	128	119
Other	517	508
Total non-interest expenses	$2,432	$2,331

Income before income taxes	$1,850	$2,133
Income tax expense	284	378
Net Income	$1,566	$1,755
PER SHARE DATA		
Net Income Per Share:		
Basic	$ .36	$ .40
Diluted	.36	.40
Cash dividends per share	.22	.20

See Accompanying Notes to Consolidated Financial Statements

FIRST KEYSTONE CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED March 31, 2006 AND 2005
(Unaudited)

(Amounts in thousands)

	2006	2005
OPERATING ACTIVITIES		
Net income	$ 1,566	$ 1,755
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	100	150
Provision for depreciation and amortization	106	137
Stock option expense	8	0
Premium amortization on investment securities	55	119
Discount accretion on investment securities	(140)	(163)
Core deposit discount accretion net of amortization	0	(19)
Gain on sale of mortgage loans	(2)	(19)
Proceeds from sale of mortgage loans	2,614	952
Originations of mortgage loans for resale	(1,312)	(1,658)
Gain on sales of investment securities	(97)	(56)
Deferred income tax (benefit)	(85)	(14)
(Increase) decrease in interest receivable and other assets	(517)	287
Increase in cash surrender bank owned life insurance	(112)	(107)
Increase (decrease) in interest		

payable, accrued expenses and other liabilities	237	(28)
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 2,421	$ 1,336
INVESTING ACTIVITIES		
Purchases of investment securities available-for-sale	$(13,634)	$(43,128)
Purchases of investment securities held-to-maturity	(1,004)	0
Proceeds from sales of investment securities available-for-sale	16,147	28,909
Proceeds from maturities and redemptions of investment securities available for sale	7,425	10,473
Proceeds from maturities and redemption of investment securities held-to-maturity	16	44
Net (increase) decrease in loans	(6,508)	2,138
Purchase of premises and equipment	(44)	(55)
NET CASH PROVIDED BY (USED IN) BY INVESTING ACTIVITIES	$ 2,398	$ (1,619)
FINANCING ACTIVITIES		
Net increase in deposits	$ 6,865	$ 5,138
Net (decrease) in short-term borrowings	(7,828)	(1,276)
Repayment of long-term borrowings	(2,000)	0
Acquisition of treasury stock	(423)	0
Proceeds from sale of treasury stock	18	26
Cash dividends	(965)	(879)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	$ (4,333)	$ 3,009
INCREASE IN CASH AND CASH EQUIVALENTS	$ 486	$ 2,726
CASH AND CASH EQUIVALENTS, BEGINNING	7,156	6,186
CASH AND CASH EQUIVALENTS, ENDING	$ 7,642	$ 8,912
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during period for		
Interest	$ 3,489	$ 2,625
Income Taxes	96	0

See Accompanying Notes to Consolidated Financial Statements

FIRST KEYSTONE CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2006
(Unaudited)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of First Keystone Corporation and Subsidiary (the "Corporation") are in accordance with accounting principles generally accepted in the United States of America and conform to common practices within the banking industry. The more significant policies follow:

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of First Keystone Corporation and its wholly owned Subsidiary, The First National Bank of Berwick (the "Bank"). All significant inter company balances and transactions have been eliminated in consolidation.

NATURE OF OPERATIONS

The Corporation, headquartered in Berwick, Pennsylvania, provides a full range of banking, trust and related services through its wholly owned Bank subsidiary and is subject to competition from other financial institutions in connection with these services. The Bank serves a customer base which includes individuals, businesses, public and institutional customers primarily located in the Northeast Region of Pennsylvania. The Bank has 10 full service offices and 12 ATMs located in Columbia, Luzerne and Montour Counties. The Corporation and its subsidiary must also adhere to certain federal banking laws and regulations and are subject to periodic examinations made by various federal agencies.

SEGMENT REPORTING

The Corporation's banking subsidiary acts as an independent community financial services provider, and offers traditional banking and related financial services to individual, business and government customers. Through its branch and automated teller machine network, the Bank offers a full array of commercial and retail financial services, including the taking of time, savings and demand deposits; the making of commercial, consumer and mortgage loans; and the providing of other financial services. The Bank also performs personal, corporate, pension and fiduciary services through its Trust Department.

Management does not separately allocate expenses, including the cost of funding loan demand, between the commercial, retail, trust and mortgage banking operations of the Corporation. Currently, management measures the performance and allocates the resources of First Keystone Corporation as a single segment.

USE OF ESTIMATES

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of income and expenses during the reporting periods. Actual results could differ from those estimates.

INVESTMENT SECURITIES

The Corporation classifies its investment securities as either "Held to Maturity" or "Available for Sale" at the time of purchase. Debt securities are classified as Held to Maturity when the Corporation has the ability and positive intent to hold the securities to maturity. Investment securities Held to Maturity are carried at cost adjusted for amortization of premium and accretion of discount to maturity.

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Debt securities not classified as Held to Maturity and equity securities are included in the Available for Sale category and are carried at fair value. The amount of any unrealized gain or loss, net of the effect of deferred income taxes, is reported as other comprehensive income (loss) (See Note 6). Management's decision to sell Available for Sale securities is based on changes in economic conditions controlling the sources and applications of funds, terms, availability of and yield of alternative investments, interest rate risk and the need for liquidity.

The cost of debt securities classified as Held to Maturity or Available for Sale is adjusted for amortization of premiums and accretion of discounts to expected maturity. Such amortization and accretion, as well as interest and dividends is included in interest income from investments. Realized gains and losses are included in net investment securities gains and losses.

The cost of investment securities sold, redeemed or matured is based on the specific identification method.

LOANS

Loans are stated at their outstanding unpaid principal balances, net of deferred fees or costs, unearned income and the allowance for loan losses. Interest on installment loans is recognized as income over the term of each loan, generally, by the actuarial method. Interest on all other loans is primarily recognized based upon the principal amount outstanding on an actual day basis. Loan origination fees and certain direct loan origination costs have been deferred with the net amount amortized using the interest method over the contractual life of the related loans as an interest yield adjustment.

Mortgage loans held for resale are carried at the lower of cost or market on an aggregate basis. These loans are sold without recourse to the Corporation.

Past-Due Loans - Generally, a loan is considered to be past due when scheduled loan payments are in arrears 15 days or more. Delinquent notices are generated automatically when a loan is 15 days past due, depending on the type of loan. Collection efforts continue on loans past due beyond 60 days that have not been satisfied, when it is believed that some chance exists for improvement in the status of the loan. Past due loans are continually evaluated with the

determination for charge off being made when no reasonable chance remains that the status of the loan can be improved.

Non-Accrual Loans - Generally, a loan is classified as non accrual and the accrual of interest on such a loan is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectibility of principal or interest, even though the loan currently is performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on non-accrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan losses. Certain non accrual loans may continue to perform, that is, payments are still being received. Generally, the payments are applied to principal. These loans remain under constant scrutiny and if performance continues, interest income may be recorded on a cash basis based on management's judgement as to collectibility of principal.

Allowance for Loan Losses - The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectible are charged against the allowance for loan losses and subsequent recoveries, if any, are credited to the allowance.

A principal factor in estimating the allowance for loan losses is the measurement of impaired loans. A loan is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. Under current accounting standards, the allowance for loan losses related to impaired loans is based on discounted cash flows using the effective interest rate of the loan or the fair value of the collateral for certain collateral dependent loans.

The allowance for loan losses is maintained at a level estimated by management to be adequate to absorb potential loan losses. Management's periodic evaluation of the adequacy of the allowance for loan losses is based on the Corporation's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay (including the timing of future payments), the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions, and other relevant factors. This evaluation is inherently

subjective as it requires material estimates including the amounts and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change.

DERIVATIVES

The Bank has outstanding loan commitments that relate to the origination of mortgage loans that will be held for resale. Pursuant to Statement of Financial Accounting Standards (SFAS) No.

133, "Accounting for Derivative Instruments and Hedging Activities" as amended by SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities" and the guidance contained within the Derivatives Implementation Group Statement 133 Implementation Issue No. C 13, the Bank has accounted for such loan commitments as derivative instruments. The outstanding loan commitments in this category did not give rise to any losses for the three month period ended March 31, 2006 and the year ended December 31, 2005, as the fair market value of each outstanding loan commitment exceeded the Bank's cost basis in each outstanding loan commitment.

PREMISES AND EQUIPMENT

Premises, improvements and equipment are stated at cost less accumulated depreciation computed principally on the straight line method over the estimated useful lives of the assets. Long lived assets are reviewed for impairment whenever events or changes in business circumstances indicate that the carrying value may not be recovered. Maintenance and minor repairs are charged to operations as incurred. The cost and accumulated depreciation of the premises and equipment retired or sold are eliminated from the property accounts at the time of retirement or sale, and the resulting gain or loss is reflected in current operations.

MORTGAGE SERVICING RIGHTS

The Corporation originates and sells real estate loans to investors in the secondary mortgage market. After the sale, the Corporation may retain the right to service these loans. When originated mortgage loans are sold and servicing is retained, a servicing asset is capitalized based on relative fair value at the date of sale. Servicing assets are amortized as an offset to other fees in proportion to, and over the period of, estimated net servicing income. The unamortized cost is included in other assets in the accompanying consolidated balance sheet. The servicing rights are periodically evaluated for impairment based on their relative fair value.

FORECLOSED REAL ESTATE

Real estate properties acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value on the date of foreclosure establishing a new cost basis. After foreclosure, valuations are periodically performed by management and the real estate is carried at the lower of carrying amount or fair value less cost to sell and is included in other assets. Revenues derived from and costs to maintain the assets and subsequent gains and losses on sales are included in other non interest income and expense.

BANK OWNED LIFE INSURANCE

The Corporation invests in Bank Owned Life Insurance (BOLI) with split dollar life provisions. Purchase of BOLI provides life insurance coverage on certain employees with the Corporation being owner and beneficiary of the policies.

INVESTMENTS IN REAL ESTATE VENTURES

The Bank is a limited partner in real estate ventures that own and operate affordable residential low income housing apartment

buildings for elderly residents. The investments are accounted for under the effective yield method under the Emerging Issues Task Force (EITF) 94-1, "Accounting for Tax Benefits Resulting from Investments in Affordable Housing Projects". Under the effective yield method, the Bank recognizes tax credits as they are allocated and amortizes the initial cost of the investment to provide a constant effective yield over the period that the tax credits are allocated to the Bank. Under this method, the tax credits allocated, net of any amortization of the investment in the limited partnerships, are recognized in the consolidated statements of income as a component of income tax expense. The amount

of tax credits allocated to the Bank were $128,000, in 2005 and 2004. The amortization of the investments in the limited partnerships were $25,000 and $24,000 for the three months ended March 31, 2006 and 2005, respectively. The carrying value of the investments as of March 31, 2006 and December 31, 2005, was $670,000 and $695,000, respectively, and is carried in other assets in the accompanying consolidated balance sheets.

INCOME TAXES

The provision for income taxes is based on the results of operations, adjusted primarily for tax exempt income. Certain items of income and expense are reported in different periods for financial reporting and tax return purposes. Deferred tax assets and liabilities are determined based on the differences between the consolidated financial statement and income tax bases of assets and liabilities measured by using the enacted tax rates and laws expected to be in effect when the timing differences are expected to reverse. Deferred tax expense or benefit is based on the difference between deferred tax asset or liability from period to period.

GOODWILL, OTHER INTANGIBLE ASSETS, AND PREMIUM DISCOUNT

Goodwill resulted from the acquisition of certain fixed and operating assets acquired and deposit liabilities assumed of the branch of another financial institution in Danville, Pennsylvania, in January 2004. Such goodwill represents the excess cost of the acquired assets relative to the assets fair value at the date of acquisition. The Corporation accounts for goodwill pursuant to the Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Intangible Assets ". SFAS No. 142 includes requirements to test goodwill for impairments rather than to amortize goodwill. The Corporation has tested the goodwill included in its consolidated balance sheet at December 31, 2005, and has determined there was no impairment as of that date.

Intangible assets are comprised of core deposit intangibles and premium discount (negative premium) on acquired certificates of deposit acquired in January 2004 when the Bank assumed deposit accounts of the branch of another financial institution. The core deposit intangible is being amortized over the average life of the deposits acquired as determined by an independent third party. Premium discount (negative premium) on acquired certificates of

deposit resulted from the valuation of certificate of deposit accounts by an independent third party which were part of the deposit accounts assumed of the branch by another financial institution. The book value of certificates of deposit acquired was greater than their fair value at the date of acquisition which resulted in a negative premium due to higher cost of the certificates of deposit compared to the cost of similar term financing.

STOCK BASED COMPENSATION

The Corporation had accounted for stock options and shares issued under the Stock Option Incentive Plan through December 31, 2002 in accordance with Accounting Principles Board Opinion (APB) No. 25, "Accounting for Stock Issued to Employees ". Under this method no compensation expense is recognized for stock options when the exercise price equals the fair value of the options at the grant date. Under provisions of Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock Based Compensation", the fair value of a stock option is required to be recognized as compensation expense over the service period (generally the vesting period). As permitted under SFAS No. 123, "Accounting for Stock Based Compensation", the fair value of a stock option is required to be recognized as compensation expense over the service period (generally the vesting period). As permitted under SFAS No. 123 the Corporation had elected to continue to account for its stock option plan in accordance with APB No. 25.

As of the first quarter 2003, the Corporation adopted Statement of Financial Accounting Standards (SFAS) No. 148, "Accounting for Stock Based Compensation - Transition and Disclosures - an amendment of FASB Statement No. 123". The Corporation elected to use the "prospective method" of accounting for stock options as allowed by the Standard. Accordingly, compensation expense for the three month period ended March 31, 2006 in the amount of $8,000 is attributed to the vested portion of stock options granted in 2005. No stock options were granted in 2004.

PER SHARE DATA

Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings Per Share", requires dual presentation of basic and fully diluted earnings per share. Basic earnings per share is calculated by dividing net income by the weighted average number of shares of common stock outstanding at the end of each period. Diluted earnings per share is calculated by increasing the denominator for the assumed conversion of all potentially dilutive securities. The Corporation's dilutive securities are limited to stock options.

CASH FLOW INFORMATION

For purposes of reporting consolidated cash flows, cash and cash equivalents include cash on hand and due from other banks and interest bearing deposits in other banks. The Corporation considers

cash classified as interest bearing deposits with other banks as a cash equivalent since they are represented by cash accounts essentially on a demand basis.

TRUST ASSETS AND INCOME

Property held by the Corporation in a fiduciary or agency capacity for its customers is not included in the accompanying consolidated financial statements since such items are not assets of the Corporation. Trust Department income is generally recognized on a cash basis and is not materially different than if it were reported on an accrual basis.

RECENT ACCOUNTING PRONOUNCEMENTS

In November 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) 115 - "The Meaning of Other Than Temporary Impairment and Its Application to Certain Investments". This FSP provides additional guidance on when an investment in a debt or equity security should be considered impaired and when that impairment should be considered other than temporary and recognized as a loss in the consolidated statement of income. Specifically, this guidance clarifies that an investor should recognize an impairment loss no later than when an impairment is deemed other than temporary, even if the decision to sell has not been made. The FSP also requires certain disclosures about unrealized losses that have not been recognized as other than temporary impairments. The Corporation has followed the guidance of this FSP in 2005.

In May 2005, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 154, "Accounting Charges and Error Corrections", which modifies the accounting for and reporting of a change in an accounting principle. This statement applies to all voluntary changes in accounting principles and changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specified transition provisions. This statement also requires retrospective application to prior period financial statements of changes in accounting principles, unless it is impractical to determine either the period specific or cumulative effects of the accounting change. SFAS No. 154 is effective for accounting changes made in fiscal years beginning after December 15, 2005. The adoption of SFAS No. 154 is not expected to have a material impact on the Corporation's consolidated financial condition or results of operations.

In December 2004, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 153, "Exchanges of Nonmonetary Assets", which amends APB Opinion No. 29, "Accounting for Nonmonetary Transactions". SFAS No. 153 eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets in Opinion No. 29 and replaces it with an exception for exchanges that do not have commercial substance. SFAS No. 153 specifies that a nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. SFAS No. 153 is effective for nonmenetary exchanges occurring in fiscal periods beginning after June 15, 2005. The adoption of SFAS No. 153 is not expected to have a material impact on the Corporation's consolidated financial condition or results of operations.

In December 2004, the FASB issued SFAS No. 123 (revised 2004),

"Share Based Payment". This Statement is a revision of SFAS No. 123, "Accounting for Stock Based Compensation", and supercedes APB Opinion No. 25, "Accounting for Stock Issued to Employees", and its related guidance. SFAS No. 123 (revised 2004) established standards for the accounting for transactions in which an entity exchanges its equity instruments for goods and services. This Statement requires that the cost resulting from all share based payment transactions be recognized in the financial statements. This Statement establishes fair value as the measurement objective in accounting for share based payment arrangements and requires all entities to apply a fair value based measurement method in accounting for share based payment transactions with employees, except for equity instruments held by employee share ownership plans.

In addition, this statement amends SFAS No. 95 "Statement of Cash Flows" to require that excess tax benefits be reported as financing cash inflow rather than as a reduction of taxes paid. The Corporation will be required to adopt these statements as of January 1, 2006.

In January 2003, the Corporation adopted the provisions of SFAS No. 123 and began recognizing the compensation expense ratably in the consolidated statement of income, based on the estimated fair value of all awards granted after that date. SFAS No. 123R will require the Corporation to change its method of accounting for share based awards to include estimated forfeitures in the initial estimate of compensation expense and to accelerate the recognition of compensation expense for retiree eligible employees. The adoption of these standards is not expected to have a material effect on the Corporation's consolidated financial condition or results of operations.

ADVERTISING COSTS

It is the Corporation's policy to expense advertising costs in the period in which they are incurred. Advertising expense for the three month period ended March 31, 2006 and 2005 was approximately $54,000 and $50,000, respectively.

RECLASSIFICATIONS

Certain amounts in the consolidated financial statements of prior periods have been reclassified to conform with presentation used in the 2006 consolidated financial statements. Such reclassifications have no effect on the Corporation's consolidated financial condition or net income.

NOTE 2. ALLOWANCE FOR LOAN LOSSES

Changes in the allowance for loan losses for the periods ended March 31, 2006, and March 31, 2005, were as follows:

(amounts in thousands)

	2006	2005
Balance, January 1	$3,676	$3,828
Provision charged to operations	100	150
Loans charged off	(98)	(159)
Recoveries	10	7
Balance, March 31	$3,688	$3,826

At March 31, 2006, the recorded investment in loans that are considered to be impaired as defined by SFAS No. 114 was $1,742,000. No additional charge to operations was required to provide for the impaired loans since the total allowance for loan losses is estimated by management to be adequate to provide for the loan loss allowance required by SFAS No. 114 along with any other potential losses.

At March 31, 2006, there were no significant commitments to lend additional funds with respect to non accrual and restructured loans.

Non accrual loans at March 31, 2006, and December 31, 2005, were $1,742,000 and $2,069,000, respectively.

Loans past due 90 days or more and still accruing interest amounted to $1,150,000 and $64,000 on March 31, 2006 and December 31, 2005, respectively.

NOTE 3. SHORT-TERM BORROWINGS

Federal funds purchased, securities sold under agreements to repurchase and Federal Home Loan Bank advances generally represent overnight or less than 30 day borrowings. U.S. Treasury tax and loan notes for collections made by the Bank are payable on demand.

NOTE 4. LONG TERM BORROWINGS

Long term borrowings are comprised of advances from the Federal Home Loan Bank (FHLB). Under terms of a blanket agreement, collateral for the loans are secured by certain qualifying assets of the Corporation's banking subsidiary which consist principally of first mortgage loans and certain investment securities.

NOTE 5. FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND CONCENTRATIONS OF CREDIT RISK

The Corporation is a party to financial instruments with off balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The contract or notional amounts of those instruments reflect the extent of involvement the Corporation has in particular classes of financial instruments. The Corporation does not engage in trading activities with respect to any of its financial instruments with off balance sheet risk.

The Corporation's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments.

The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on balance sheet instruments.

The Corporation may require collateral or other security to support financial instruments with off balance sheet credit risk. The contract or notional amounts at March 31, 2006, and December 31, 2005, were as follows:

(amounts in thousands)

	March 31, 2006	December 31, 2005
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	$33,050	$29,228
Financial standby letters of credit	1,195	1,151
Performance standby letters of credit	1,650	1,170

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses that may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Corporation evaluates each customer's creditworthiness on a case by case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the counter party. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, and income producing commercial properties.

Standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a

third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Corporation may hold collateral to support standby letters of credit for which collateral is deemed necessary.

The Corporation grants commercial, agricultural, real estate mortgage and consumer loans to customers primarily in the counties of Columbia, Luzerne and Montour, Pennsylvania. It is management's opinion that the loan portfolio was well balanced and diversified at March 31, 2006, to the extent necessary to avoid any significant concentration of credit risk. However, its debtors' ability to honor their contracts may be influenced by the region's economy.

NOTE 6. STOCKHOLDERS' EQUITY

Changes in Stockholders' Equity for the period ended March 31, 2006 were are follows:

(Amounts in thousands, except common share data)

	Common Shares	Common Stock	Surplus
Balance at January 1, 2006	4,539,573	$9,079	$12,387
Comprehensive Income:			
Net Income			
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification adjustment and tax effects			
Total Comprehensive income (loss)			
Purchase of 21,428 shares of treasury stock			
Sale of 1,050 shares of treasury stock			(18)
Recognition of stock option expense in excess of forfeitures			8
Cash dividends - $.22 per share			
Balance at March 31, 2006	4,539,573	$9,079	$12,377

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(Amounts in thousands, except common share data)

	Compre-hensive Income	Retained Earnings	Accumulated Other Comprehensive Income (Loss)
Balance at January 1, 2006		$35,714	$ 807
Comprehensive Income:			
Net Income	$1,566	1,566	
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification adjustment and tax effects	(1,173)		(1,173)
Total Comprehensive income (loss)	$ 393		
Purchase of 21,428 shares of treasury stock			
Sale of 1,050 shares of treasury stock			
Recognition of stock option expense in excess of forfeitures			
Cash dividends - $.22 per share		(965)	
Balance at March 31, 2006		$36,315	$ (366)

(Amounts in thousands, except common share data)

	Treasury Stock	Total
Balance at January 1, 2006	$(4,544)	$53,443
Comprehensive Income:		
Net Income		1,566
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification adjustment and tax effects	(1,173)	
Total Comprehensive income (loss)		

Purchase of 21,428 shares of treasury stock	(423)	(423)
Sale of 1,050 shares of treasury stock	36	18
Recognition of stock option expense in excess of forfeitures		8
Cash dividends - $.22 per share		(965)
Balance at March 31, 2006	$(4,931)	$52,474

NOTE 7. MANAGEMENT'S ASSERTIONS AND COMMENTS REQUIRED TO BE PROVIDED WITH FORM 10Q FILING

In management's opinion, the consolidated interim financial statements reflect fair presentation of the consolidated financial position of First Keystone Corporation and Subsidiary, and the results of their operations and their cash flows for the interim periods presented. Further, the consolidated interim financial statements are unaudited; however they reflect all adjustments, which are in the opinion of management, necessary to present fairly the consolidated financial condition and consolidated results of operations and cash flows for the interim periods presented and that all such adjustments to the consolidated financial statements are of a normal recurring nature. The independent registered public accounting firm, J. H. Williams & Co., LLP, reviewed these consolidated financial statements as stated in their accompanying review report.

The results of operations for the three month period ended March 31, 2006, are not necessarily indicative of the results to be expected for the full year.

These consolidated interim financial statements have been prepared in accordance with requirements of Form 10Q and therefore do not include all disclosures normally required by accounting principles generally accepted in the United States of America applicable to financial institutions as included with consolidated financial statements included in the Corporation's annual Form 10K filing. The reader of these consolidated interim financial statements may wish to refer to the Corporation's annual report or Form 10K for the period ended December 31, 2005, filed with the Securities and Exchange Commission.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders of First Keystone Corporation:

We have reviewed the accompanying consolidated balance sheet of First Keystone Corporation and Subsidiary as of March 31, 2006, and the related consolidated statements of income and cash flows for the three month periods ended March 31, 2006, and 2005. These consolidated interim financial statements are the responsibility of the management of First Keystone Corporation and Subsidiary.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated interim financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of First Keystone Corporation and Subsidiary as of December 31, 2005, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated January 20, 2006, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2005, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ J. H. Williams & Co., LLP
J. H. Williams & Co., LLP

Kingston, Pennsylvania
April 20, 2006

Item 2. First Keystone Corporation Management's Discussion and Analysis of Financial Condition and Results of Operation as of March 31, 2006

This quarterly report contains certain forward looking statements (as defined in the Private Securities Litigation Reform Act of 1995), which reflect management's beliefs and expectations based on information currently available. These forward looking statements are inherently subject to significant risks and uncertainties, including changes in general economic and financial market conditions, the Corporation's ability to effectively carry out its business plans and changes in regulatory or legislative requirements. Other factors that could cause or contribute to such differences are changes in competitive conditions, and pending or threatened litigation. Although management believes the expectations reflected in such forward looking statements are reasonable, actual results may differ materially.

RESULTS OF OPERATIONS

First Keystone Corporation realized earnings for the first quarter of 2006 of $1,566,000, a decrease of $189,000, or 10.8% from the first quarter of 2005. The decrease in net income for 2006 was primarily the result of a flat yield curve and a decline in net interest income of $296,000 from the first quarter of 2005. On a per share basis, net income per share was $.36 for the first three months of 2006 compared to $.40 for the first three months of 2005. Cash dividends increased to $.22 per share up from $.20 in 2005, an increase of 10%.

Year to date net income annualized amounts to a return on average common equity of 11.60% and a return on assets of 1.22%. For the three months ended March 31, 2005, these measures were 12.98% and 1.40%, respectively on an annualized basis.

NET INTEREST INCOME

The major source of operating income for the Corporation is net interest income, defined as interest income less interest expense. In the first quarter of 2006, interest income amounted to $6,858,000, an increase of $417,000 or 6.5% from the first quarter of 2005, while interest expense amounted to $3,343,000 in the first quarter of 2006, an increase of $713,000, or 27.1% from the first quarter of 2005. As a result, net interest income decreased $296,000, or 7.8% in the first quarter of 2006 to $3,515,000 from $3,811,000 in first quarter of 2005.

Our net interest margin for the quarter ended March 31, 2006, was 3.27% compared to 3.20% for the quarter ended March 31, 2005.

PROVISION FOR LOAN LOSSES

The provision for loan losses for the quarter ended March 31, 2006, was $100,000, down from the $150,000 provision for the first quarter of 2005. Net charge offs totaled $88,000 for the three months ended March 31, 2006, as compared to $152,000 for the first

three months of 2005. The allowance for loan losses as a percentage of loans, net of unearned interest, was 1.54% as of March 31, 2006, as compared to 1.57% as of December 31, 2005.

NON-INTEREST INCOME

Total non interest income or other income was $867,000 for the quarter ended March 31, 2006, as compared to $803,000 for the quarter ended March 31, 2005, an increase of $64,000, or 8.0%. Excluding investment securities gains and losses, non interest income was $770,000 for the first quarter of 2006, an increase of $23,000, or 3.1% from the first quarter of 2005. Besides increased securities gains, increases in trust department income, bank owned life insurance, and other non interest income were the primary reasons for the higher non interest income in 2006.

NON-INTEREST EXPENSES

Total non interest expenses, or other expenses, was $2,432,000 for the quarter ended March 31, 2006, as compared to $2,331,000 for the quarter ended March 31, 2005. The increase of $101,000, or 4.3% is comprised of salary and benefits increasing $102,000, occupancy and fixed asset expense increasing $12,000, and other non interest expense, including professional services and state shares tax decreasing $13,000.

Expenses associated with employees (salaries and employee benefits) continue to be the largest category of non interest expenses. Salaries and benefits amounted to $1,370,000, or 56.3% of total non interest expense for the three months ended March 31, 2006, as compared to 54.4% for the first three months of 2005. Net occupancy and fixed asset expense amounted to $332,000 for the three months ended March 31, 2006, an increase of $12,000, or 3.8%. Other non-interest expenses, including professional services and state shares tax amounted to $730,000 for the three months ended March 31, 2006, a decrease of $13,000, or 1.7% from the first three months of 2005. Our non interest expense in the first quarter of 2006 continues to be less than 2.0% of average assets on an annualized basis, which places us among the leaders of our peer financial institutions at controlling total non interest expense.

INCOME TAXES

Effective tax planning has helped produce favorable net income. Income tax amounted to $284,000 for the three months ended March 31, 2006, as compared to $378,000 for 2005, a decrease of $94,000. The effective total income tax rate was 15.4% for the first quarter of 2006 as compared to 17.7% for the first quarter of 2005.

ANALYSIS OF FINANCIAL CONDITION

ASSETS

Total assets increased slightly to $513,435,000 as of March 31, 2006, an increase of $1,036,000 over year end 2005. Total deposits increased to $369,561,000 as of March 31, 2006, an increase of $6,765,000, or 1.9% over year end 2005.

During the first quarter of 2006 the Corporation did reduce borrowed funds. Short term borrowings decreased to $20,323,000 as of March 31, 2006, as compared to $28,151,000 as of December 31, 2005. Long term borrowings were reduced by $2,000,000 to $63,535,000 from year end 2005.

EARNING ASSETS

Our primary earning asset, loans, net of unearned income increased to $239,713,000 as of March 31, 2006, up $5,120,000, or 2.2% since year end 2005. The loan portfolio continues to be diversified. Overall asset quality has declined with non performing assets increasing since year end 2005. The increase relates to one commercial loan being over 90 days past due as of March 31, 2006. Total allowance for loan losses to total non performing assets was 115.6% as of March 31, 2006, down from 145.3% at year end 2005.

Besides loans, another primary earning asset is our overall investment portfolio, which decreased in size from December 31, 2005, to March 31, 2006. Held to maturity securities amounted to $5,234,000 as of March 31, 2006, an increase of $986,000 from December 31, 2005. Available for sale securities amounted to $240,496,0000 as of March 31, 2006, a decrease of $6,792,000 from year end 2005. Interest bearing deposits with banks increased slightly as of March 31, 2006, to $68,000 from $58,000 at year end 2005.

ALLOWANCE FOR LOAN LOSSES

Management performs a quarterly analysis to determine the adequacy of the allowance for loan losses. The methodology in determining adequacy incorporates specific and general allocations together with a risk/loss analysis on various segments of the portfolio according to an internal loan review process. Management maintains its loan review and loan classification standards consistent with those of its regulatory supervisory authority. Management feels, considering the conservative portfolio composition, which is largely composed of small retail loans (mortgages and installments) with minimal classified assets, low delinquencies, and favorable loss history, that the allowance for loan loss is adequate to cover foreseeable future losses.

Any loans classified for regulatory purposes as loss, doubtful, substandard, or special mention that have not been disclosed under Industry Guide 3 do not (i) represent or result from trends or uncertainties which management reasonably expects will materially impact future operating results, liquidity, or capital resources, or

(ii) represent material credits about which management is aware of any information which causes management to have serious doubts as to the ability of such borrowers to comply with the loan repayment terms.

The Corporation was required to adopt Financial Accounting Standards Board Statement No. 114, "Accounting by Creditors for Impairment of a Loan" - Refer to Note 2 above for details.

NON-PERFORMING ASSETS

Non performing assets consist of non accrual and restructured loans, other real estate and foreclosed assets, together with loans past due 90 days or more and still accruing. As of March 31, 2006, total non performing assets were $3,190,000 as compared to $2,530,000 on December 31, 2005. Non performing assets to total loans and foreclosed assets was 1.33% as of March 31, 2006, and 1.08% as of December 31, 2005.

Interest income received on non performing loans as of March 31, 2006, was $0 compared to $57,000 for the year ending of December 31, 2005. Interest income, which would have been recorded on these loans under the original terms as of March 31, 2006, and December 31, 2005, were $36,000 and $149,000, respectively. As of March 31, 2006 and December 31, 2005, there were no outstanding commitments to advance additional funds with respect to these non performing loans.

DEPOSITS AND OTHER BORROWED FUNDS

As indicated previously, total deposits increased $6,765,000 as non interest bearing deposits increased by $1,540,000 and interest bearing deposits increased by $5,225,000 as of March 31, 2006, from year end 2005. Total short term and long term borrowings decreased to $83,858,000 as of March 31, 2006, from $93,686,000 at year end 2005, a decrease of $9,828,000 , or 10.5%.

CAPITAL STRENGTH

Normal increases in capital are generated by net income, less cash dividends paid out. Also, accumulated other comprehensive income derived from unrealized gains or losses on investment securities available for sale decreased shareholders' equity, or capital net of taxes, by $366,000 as of March 31, 2006, and increased equity by $807,000 as of December 31, 2005. One factor which reduced total equity capital as of March 31, 2006, and year end 2005 relates to stock repurchase. The Corporation had 174,002 shares of common stock on March 31, 2006, and 153,624 shares on December 31, 2005, as treasury stock. This had an effect of our reducing our total stockholders' equity by $4,931,000 on March 31, 2006, and $4,544,000 as of December 31, 2005.

Total stockholders' equity was $52,474,000 as of March 31, 2006, and $53,443,000 as of December 31, 2005. Leverage ratio and

risk based capital ratios remain very strong. As of March 31, 2006, our leverage ratio was 10.09% compared to 10.04% as of December 31, 2005. In addition, Tier I risk based capital and total risk based capital ratio as of March 31, 2006, were 17.50% and 18.91%, respectively. The same ratios as of December 31, 20045 were 17.74% and 19.16%, respectively.

LIQUIDITY

The liquidity position of the Corporation remains adequate to meet customer loan demand and deposit fluctuation. Managing liquidity remains an important segment of asset liability management. Our overall liquidity position is maintained by an active asset liability management committee.

Management feels its current liquidity position is satisfactorily given a very stable core deposit base which has increased annually. Secondly, our loan payments and principal paydowns on our mortgage backed securities provide a steady source of funds. Also, short term investments and maturing investment securities represent additional sources of liquidity. Finally, short term borrowings are readily accessible at the Federal Reserve Bank, Atlantic Central Bankers Bank, or the Federal Home Loan Bank.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in the Company's quantitative and qualitative market risks since December 31, 2005. The composition of rate sensitive assets and rate sensitive liabilities as of March 31, 2006 is very similar to December 31, 2005.

Item 4. Controls and Procedures

a) Evaluation of disclosure controls and procedures. The company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, the chief executive and chief financial officers of the company concluded that the company's disclosure controls and procedures were adequate.

b) Changes in internal controls. The Company made no significant changes in its internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of the controls by the Chief Executive and Chief Financial officers.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. There have been no material changes in our "Risk Factors" as previously disclosed in our Annual Report on Form 10K for the year ended December 31, 2005.

Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
January 1 - January 31, 2006	----	----	----	88,429