#### NORWOOD FINANCIAL CORP

Form 5

February 14, 2011

#### **OMB APPROVAL** FORM 5

**OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION Number: Washington, D.C. 20549 Expires:

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

Reported

1(b).

1. Name and Ad CRITELLI I	ddress of Reporting P LEWIS J	Symbol NORW					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (M	(Month/I	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010			-	_X_ Director _X_ Officer (giv	e title Other	Owner er (specify		
717 MAIN STREET President & CEO											
	(Street)	4. If Ame	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting				
		Filed(Mo					(check applicable line)				
HONESDALE, PA 18431  _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person											
(City)	(State) (	Zip) Tab	le I - Non-Deri	vative Sec	uritie	s Acqu	ired, Disposed o	f, or Beneficial	ly 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)  (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	Â	Â	Â	Â	Â	Â	6,496	D	Â		
Common Stock	Â	Â	Â	Â	Â	Â	11,817	I	ESOP		
D : 1 D									GEG 2250		

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 2270** (9-02)

3235-0362

January 31,

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

CRITELLI LEWIS J 717 MAIN STREET Â X Â Â President & CEO Â HONESDALE, PAÂ 18431

### **Signatures**

/s/ Lewis J. Critelli by William S. Lance, Attorney-in-Fact 02/14/2011

\*\*Signature of Reporting Person Date

## **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).

Deletionships

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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