

NORWOOD FINANCIAL CORP
Form 4
December 12, 2002

OMB APPROVAL
OMB Number 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response 0.5

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

FORM 4

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).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Marshall John E.
(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

3. IRS or Identification Number of Reporting Person, if an entity (Voluntary)

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4. Statement for Month/Day/Year

12/10/2002

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

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6. Relationship of Reporting Person(s) to Issuer

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(Check all applicable)

- | | | | |
|---|----------------------------|------------------------------|-----------------------|
| <input checked="" type="checkbox"/> [X] | Director | <input type="checkbox"/> [] | 10% Owner |
| <input type="checkbox"/> [] | Officer (give title below) | <input type="checkbox"/> [] | Other (specify below) |

=====
 7. Individual or Joint/Group Filings
 (Check Applicable Line)

- [X] Form filed by One Reporting Person
 [] Form filed by More than One Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
 =====

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price (A) (D)	5. Amount Secur Benef Owned Follo Repor Trans (Inst and

Common					17,4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Options -

Right-to-buy	\$30	12/10/ 2002		A	500	12/10 2003	12/10 2012	Common	500
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Explanation of Responses:

/s/John E. Marshall	by: Lewis J. Critelli Attorney-in-Fact	12/10/02
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**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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Page 2