PENNS WOODS BANCORP INC

Form 4 June 28, 2007

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

Check this box

obligations may continue. See Instruction

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).

(Print or Type Responses)

CORMICK JAY H MC

1. Name and Address of Reporting Person *

			PENNS WOODS BANCORP INC [PWOD]					(Check all applicable)			
(Month/L			3. Date of (Month/Date 06/27/20	•				X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) 4.			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 Form filed by More than One Reporting			
WILLAMSPORT, PA 17701 — Form fried by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deer Execution		3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	ties l (A) o l of (D	or))	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.	06/27/2007			Р	225	A		2,478	I	Wife IRA	
Penns Woods Bancorp, Inc.	06/25/2007			J	501	A	\$0	20,499	D		
Penns Woods Bancorp, Inc.	06/25/2007			J	35	A	\$0	1,467	I	Wife	

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Penns Woods Bancorp, Inc.	06/25/2007	J	37	A	\$ 0	1,511	I	Son
Penns Woods Bancorp,						4,573	D (1)	
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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exerc Expiration D	ate	7. Title a	of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securitie		(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
					,						
								A	mount		
						Date	Expiration	or			
						Exercisable	^		Number		
						Lacicisable	Date	of	f		
				Code V	(A) (D)			Sł	hares		

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CORMICK JAY H MC 1200 VALLAMONT DRIVE, NW WILLAMSPORT, PA 17701	X						
^ ' '							

Signatures

/s/ Kimberly R. Yale
Attorney-in-Fact
06/28/2007

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).
- (1) IRA

Remarks:

P - wife purchased shares from mother's estate; J - Dividend reinvestment shares from March and June, 2007 dividends 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.