

FRANKLIN FINANCIAL SERVICES CORP /PA/

Form S-8 POS

June 10, 2002

As filed with the Securities and Exchange Commission on
June 10, 2002

Registration No. 2-98880

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Franklin Financial Services Corporation
(Exact name of Registrant as specified in its charter)

Pennsylvania 25-1440803
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)
Incentive Stock Option Plan of 1985
(Full title of Plan)

Franklin Financial Services Corporation
20 South Main Street
Chambersburg, Pennsylvania 17201-0819
(717) 264-6116
(Address, including zip code, and
telephone number, including area code,
of Registrant's principal executive offices)

Elaine G. Meyers
Chief Financial Officer
Franklin Financial Services Corporation
20 South Main Street
Chambersburg, Pennsylvania 17201-0819
(717) 264-6116
(Name, address, including zip code, and
telephone number, including area code,
of agent for service)

Copies to:

Clinton W. Kemp, Esquire
Stevens & Lee, P.C.
P.O. Box 1594
25 North Queen Street
Suite 602
Lancaster, Pennsylvania 17608-1594
(717) 399-6623

The Registrant hereby deregisters those shares of its

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common stock, \$1.00 par value, registered pursuant to Registration Statement No. 2-98880 that remained unsold as of the close of business on June 1, 2002, as follows:

Title of Each Class of Securities Registered	Number of Shares Registered	Number of Shares Remaining Unsold at Close of Business on 6/1/02 and Hereby Deregistered
Common Stock, \$1.00 par value	114,480	88,304

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 2-98880 to be signed on its behalf by the undersigned, thereunto duly authorized, in Chambersburg, Pennsylvania, on June 6, 2002.

FRANKLIN FINANCIAL SERVICES
CORPORATION

By:/s/William E. Snell, Jr.
William E. Snell, Jr.,
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 2-98880 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	
/s/Robert G. Zullinger Robert G. Zullinger	Chairman of the Board and Director	June 6, 2002
/s/William E. Snell, Jr. William E. Snell, Jr.	President, Chief Executive Officer and Director	June 6, 2002
/s/Charles S. Bender, II Charles S. Bender, II	Director	June 6, 2002
/s/G. Warren Elliott G. Warren Elliott	Director	June 6, 2002
/s/Donald A. Fry Donald A. Fry	Director	June 6, 2002
/s/Dennis W. Good Dennis W. Good	Director	June 6, 2002
/s/Allen E. Jennings, Jr. Allan E. Jennings, Jr.	Director	June 6, 2002
/s/H. Huber McCleary	Director	June 6, 2002

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H. Huber McCleary

/s/Jeryl C. Miller Director June 6, 2002
Jeryl C. Miller

/s/Stephen E. Patterson Director June 6, 2002
Stephen E. Patterson

/s/Charles H. Sioberg Director June 6, 2002
Charles H. Sioberg

/s/Kurt E. Suter Director June 6, 2002
Kurt E. Suter

/s/Martha B. Walker Director June 6, 2002
Martha B. Walker

/s/Elaine G. Meyers Treasurer and Chief June 6, 2002
Elaine G. Meyers Financial Officer