

Edgar Filing: NORWOOD FINANCIAL CORP - Form 4

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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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Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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