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NORWOOD FINANCIAL CORP

Form 8-K

April 27, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 24, 2007

Norwood Financial Corp.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Pennsylvania | 0-28364 | 23-2828306 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 717 Main Street, Honesdale, Pennsylvania | 18431 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (570) 253-1455

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

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INFORMATION TO BE INCLUDED IN REPORT

Item 5.02. Departure of Directors or Certain Officers; Election of Directors;
Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 27, 2007, the Registrant announced that Director and Chairman Russell L. Ridd had stepped down from the Board after, as previously announced, choosing not to stand for re-election at the 2007 Annual Meeting of Stockholders held April 24, 2007. Mr. Ridd was subsequently appointed Director Emeritus. The Registrant also announced that Director John E. Marshall had been named Chairman of the Board and Lewis J. Critelli, Executive Vice President and Chief Financial Officer was appointed Secretary of the Registrant. For additional information, reference is made to the Registrant's press release, dated April 27, 2007, which is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(c) The following exhibits are filed with this report.

| Number | Description |
|--------|-------------------------------------|
| 99.1 | Press Release, dated April 27, 2007 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORWOOD FINANCIAL CORP.

Date: April 27, 2007

By: /s/William W. Davis, Jr.

William W. Davis, Jr.
President and Chief Executive Officer
(Duly Authorized Representative)