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DNB FINANCIAL CORP /PA/ Form 8-K April 27, 2005

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 27, 2005

DNB Financial Corporation
-----(Exact name of registrant as specified in its charter)

4 Brandywine Avenue, Downingtown, Pennsylvania 19335

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (610) 269-1040

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:

- [] 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))

Item 2.02. Results of Operations and Financial Condition.

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On April 27, 2005, DNB Financial Corp issued a press release discussing the Company's first quarter 2005 results. The press release, attached as Exhibit 99.1 hereto and incorporated herein by reference, is being furnished to the SEC and shall not be deemed to be "filed" for any purpose.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits. The following exhibit is furnished herewith:
- 99.1 Press Release, dated April 27, 2005, of DNB Financial Corp.

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.

DNB Financial Corporation

April 27, 2005 By: /s/ Bruce E. Moroney

Name: Bruce E. Moroney

Title: Executive Vice President and Chief

Financial Officer

Exhibit Index

Exhibit No. Description

99.1 Earnings Press Release