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NORWOOD FINANCIAL CORP  
Form 8-K  
June 15, 2005

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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)      JUNE 15, 2005  
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NORWOOD FINANCIAL CORP.

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(Exact name of registrant as specified in its charter)

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

717 MAIN STREET, HONESDALE, PENNSYLVANIA	18431
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:      (570) 253-1455  
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NOT APPLICABLE

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(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)).

NORWOOD FINANCIAL CORP.  
INFORMATION TO BE INCLUDED IN REPORT  
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ITEM 8.01. OTHER EVENTS  
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On June 15, 2005, the Registrant announced that its Board of Directors had approved an open-market stock repurchase program for up to 5% of its shares outstanding (i.e., approximately 134,000 shares). A copy of the Registrant's press release is included with this report as exhibit 99.1 and incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS  
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(c) Exhibits:

99.1 Press Release, dated June 15, 2005

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: June 15, 2005

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