

NORWOOD FINANCIAL CORP  
 Form 3  
 January 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â CARMODY JOHN F		(Month/Day/Year)	NORWOOD FINANCIAL CORP [NWFL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
717 MAIN STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
HONESDALE,Â PAÂ 18431			Senior Vice President 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,112	I	ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

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				Shares		(I) (Instr. 5)	
Options Right-to-Buy	12/10/2003	12/10/2012	Common Stock	788	\$ 19.05	D	Â
Options Right-to-Buy	12/09/2004	12/09/2013	Common Stock	1,050	\$ 23.95	D	Â
Options Right-to-Buy	12/14/2005	12/14/2014	Common Stock	1,050	\$ 30	D	Â
Options Right-to-Buy	04/25/2007	04/25/2016	Common Stock	1,575	\$ 30.38	D	Â
Options Right-to-Buy	12/29/2007	12/29/2016	Common Stock	1,000	\$ 31.5	D	Â
Options Right-to-Buy	12/31/2008	12/31/2017	Common Stock	1,000	\$ 31.25	D	Â
Options Right-to-Buy	12/31/2009	12/31/2018	Common Stock	1,000	\$ 27.5	D	Â
Options Right-to-Buy	12/31/2010	12/31/2019	Common Stock	1,000	\$ 28.59	D	Â
Options Right-to-Buy	12/31/2011	12/31/2020	Common Stock	1,000	\$ 27.77	D	Â
Options Right-to-Buy	12/31/2012	12/31/2021	Common Stock	1,000	\$ 27.47	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARMODY JOHN F 717 MAIN STREET HONESDALE, PA 18431	Â	Â	Â Senior Vice President	Â

## Signatures

/s/ John F. Carmody 01/03/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* 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 is insufficient, *See* Instruction 6 for procedure.

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