NORWOOD FINANCIAL CORP

Form 10-O

May 12, 2008 SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 10-Q (Mark One) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended March 31, 2008 OR TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from ______ to ____ Commission file number 0-28366 Norwood Financial Corp. (Exact name of Registrant as specified in its charter) Pennsylvania 23-2828306 (State or other jurisdiction of (I.R.S. Employer Identification No.) Incorporation or organization) 717 Main Street, Honesdale, Pennsylvania 18431 (Address of principal executive offices) (Zip Code) (570) 253-1455 (Registrant's telephone number, including area code) NA (Former name, former address and former fiscal year, if changed since last report))

Indicate by check (x) whether the registrant (1) has filed	d all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such short	er period that the registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past 90 days. Yes X	No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting	
company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange A	\ct.

Large accelerated filer O
Non-accelerated filer O

Accelerated filer X
Smaller reporting company O

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): o Yes

x No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class
Common stock, par value \$0.10 per share

Outstanding as of May 9, 2008

2,740,149

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NORWOOD FINANCIAL CORP.

FORM 10-Q

FOR THE QUARTER ENDED MARCH 31, 2008

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

NORWOOD FINANCIAL CORP.

Consolidated Balance Sheets (unaudited)

(dollars in thousands, except per share data)

ASSETS	March 31, 2008	December 31, 2007
Cook and doe from harby		
Cash and due from banks	\$ 8,283	\$ 9,014
Interest bearing deposits with banks	33	50
Cash and cash equivalents	8,316	9,064
Securities available for sale	130,633	123,987
Securities held to maturity, fair value 2008:		
\$726, 2007: \$721	706	705
Loans receivable (net of unearned income)	329,377	331,296
Less: Allowance for loan losses	4,137	4,081
Net loans receivable	325,240	327,215
Investment in FHLB Stock, at cost	2,124	2,072
Bank premises and equipment, net	5,668	5,742
Bank owned life insurance	7,841	7,767
Accrued interest receivable	2,409	2,343
Other assets	1,030	1,715
TOTAL ASSETS	\$ 483,967	\$ 480,610
LIABILITIES		
Deposits:		
Non-interest bearing demand	\$ 55,618	\$ 60,061
Interest-bearing	315,535	309,939
Total deposits	371,153	370,000
Short-term borrowings	28,006	26,686
Long-term debt	23,000	23,000
Accrued interest payable	2,621	3,198
Other liabilities	2,613	1,907
TOTAL LIABILITIES	427,393	424,791
STOCKHOLDERS' EQUITY		
Common stock, \$.10 par value per share, authorized		
10,000,000; shares issued 2,840,872	284	284
Surplus	10,119	10,159
Retained earnings	47,603	47,030
Treasury stock at cost: 2008: 101,328 shares, 2007: 87,256	(3,152)	(2,708)
Accumulated other comprehensive income	1,720	1,054
•	1,720	1,001

TOTAL STOCKHOLDERS' EQUITY
TOTAL LIABILITIES AND

56,574

55,819

STOCKHOLDERS' EQUITY \$ 483,967