PENNS WOODS BANCORP INC Form 8-K May 10, 2012

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

May 7, 2012

Date of Report (Date of earliest event reported)

PENNS WOODS BANCORP, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania000-1707723-2226454(State or other jurisdiction(Commission(IRS Employerof incorporation)File Number)Ident. No.)300 Market Street, P.O. Box 967, Williamsport, Pennsylvania17703-0967

(Address of principal executive offices)

(570) 322-1111

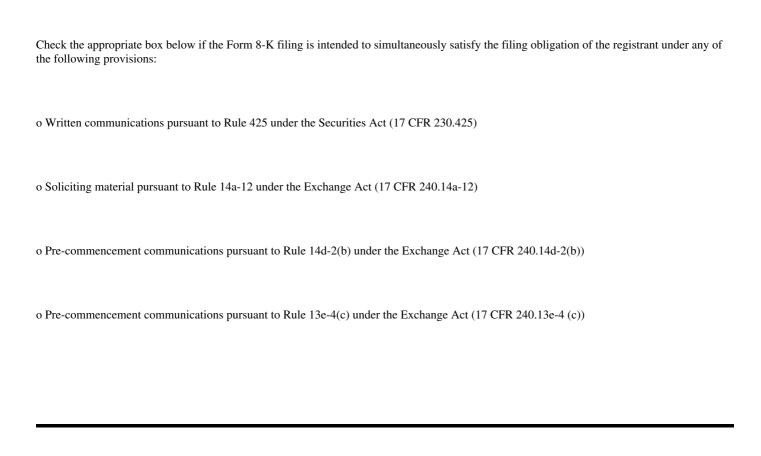
(Zip Code)

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Registrant s telephone number, including area code

N/A

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



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

On May 7, 2012, H. Thomas Davis, Jr. gave notice of his resignation, effective immediately, as a Class 3 director of Penns Woods Bancorp, Inc. (the Corporation), and as a director of Jersey Shore State Bank, the wholly-owned banking subsidiary of the Corporation. The Corporation gratefully acknowledges Mr. Davis contributions and dedicated service as a director.

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.

PENNS WOODS BANCORP, INC.

Dated: May 10, 2012

By: /s/ Brian L. Knepp Brian L. Knepp

Chief Financial Officer