KNEPP BRIAN L Form 5

February 02, 2007

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

FORM 5

OMB APPROVAL

OMB 3235-0362 Number:

January 31, Expires: 2005

1.0

Estimated average burden hours per

response...

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

KNEPP BRIAN L S:]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ONE STRA	(First) (I	(3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006			-	Director 10% Owner Officer (give title Other (specify below) VP of Finance				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			(6. Individual or Joint/Group Reporting (check applicable line)				
MIDDLEBU	JRG, PA 178	42					-	_X_ Form Filed by Form Filed by ? Person	One Reporting Po		
(City)	(State)	(Zip)	Table	e I - Non-Deri	vative Sec	urities	s Acqu	ired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3, 4)	(A) of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Penns Woods Bancorp, Inc.	12/31/2006	Â		J	21	A	\$0	21	D	Â	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							lection of info		SEC 2270 (9-02)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

the form displays a currently valid OMB control number.

Edgar Filing: KNEPP BRIAN L - Form 5

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Evaluation		or	
							Expiration	Title	Number	
						Exercisable	Date		of	
					(A) (D)				Shares	

of D

В

Fi (I

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
KNEPP BRIAN L ONE STRAWBERRY LANE MIDDLEBURG, PA 17842	Â	Â	VP of Finance	Â			

Signatures

/s/ Kimberly R. Yale
Attorney-in-Fact
02/01/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

Â

Remarks:

J - 2006 Dividend Reinvestment shares (Employee Stock Purchase Plan)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2