

FRANKLIN FINANCIAL SERVICES CORP /PA/  
Form S-8 POS  
June 10, 2002

As filed with the Securities and Exchange Commission on  
June 10, 2002

Registration No. 2-98880

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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Franklin Financial Services Corporation  
(Exact name of Registrant as specified in its charter)

Pennsylvania 25-1440803  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)  
Incentive Stock Option Plan of 1985  
(Full title of Plan)

Franklin Financial Services Corporation  
20 South Main Street  
Chambersburg, Pennsylvania 17201-0819  
(717) 264-6116  
(Address, including zip code, and  
telephone number, including area code,  
of Registrant's principal executive offices)

Elaine G. Meyers  
Chief Financial Officer  
Franklin Financial Services Corporation  
20 South Main Street  
Chambersburg, Pennsylvania 17201-0819  
(717) 264-6116  
(Name, address, including zip code, and  
telephone number, including area code,  
of agent for service)

Copies to:

Clinton W. Kemp, Esquire  
Stevens & Lee, P.C.  
P.O. Box 1594  
25 North Queen Street  
Suite 602  
Lancaster, Pennsylvania 17608-1594  
(717) 399-6623

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The Registrant hereby deregisters those shares of its

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common stock, \$1.00 par value, registered pursuant to Registration Statement No. 2-98880 that remained unsold as of the close of business on June 1, 2002, as follows:

Title of Each Class of Securities Registered	Number of Shares Registered	Number of Shares Remaining Unsold at Close of Business on 6/1/02 and Hereby Deregistered
Common Stock, \$1.00 par value	114,480	88,304

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 2-98880 to be signed on its behalf by the undersigned, thereunto duly authorized, in Chambersburg, Pennsylvania, on June 6, 2002.

FRANKLIN FINANCIAL SERVICES  
CORPORATION

By:/s/William E. Snell, Jr.  
William E. Snell, Jr.,  
President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 2-98880 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	
/s/Robert G. Zullinger Robert G. Zullinger	Chairman of the Board and Director	June 6, 2002
/s/William E. Snell, Jr. William E. Snell, Jr.	President, Chief Executive Officer and Director	June 6, 2002
/s/Charles S. Bender, II Charles S. Bender, II	Director	June 6, 2002
/s/G. Warren Elliott G. Warren Elliott	Director	June 6, 2002
/s/Donald A. Fry Donald A. Fry	Director	June 6, 2002
/s/Dennis W. Good Dennis W. Good	Director	June 6, 2002
/s/Allen E. Jennings, Jr. Allan E. Jennings, Jr.	Director	June 6, 2002
/s/H. Huber McCleary	Director	June 6, 2002

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H. Huber McCleary

/s/Jeryl C. Miller                      Director                      June 6, 2002  
Jeryl C. Miller

/s/Stephen E. Patterson              Director                      June 6, 2002  
Stephen E. Patterson

/s/Charles H. Sioberg                 Director                      June 6, 2002  
Charles H. Sioberg

/s/Kurt E. Suter                        Director                      June 6, 2002  
Kurt E. Suter

/s/Martha B. Walker                  Director                      June 6, 2002  
Martha B. Walker

/s/Elaine G. Meyers                  Treasurer and Chief         June 6, 2002  
Elaine G. Meyers                      Financial Officer