

BOWER PHILLIP H  
Form 5  
January 10, 2006

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person \*  
BOWER PHILLIP H

2. Issuer Name and Ticker or Trading Symbol  
PENNS WOODS BANCORP INC [PWOD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2195 STOPPER DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MONTOURSVILLE, PA 17754

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)        | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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. Common Stock | 11/18/2005                           | PA   | J                              | 398.2953 A  | \$ 0 0   | I  | Grandson Matthew                                      |
| Penns Woods Bancorp,                   | 12/19/2005                           | PA   | J <sup>(1)</sup>               | 24.5655 A   | \$ 0 2,414.3373  | I  | Grandson Matthew                                      |

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|   |            |   |   |       |   |      |        |                  |                         |
|---|------------|---|---|-------|---|------|--------|------------------|-------------------------|
| Inc.<br>Common<br>Stock                               |            |   |   |       |   |      |        |                  |                         |
| Penns<br>Woods<br>Bancorp,<br>Inc.<br>Common<br>Stock | 11/18/2005 | Â | J | 8,715 | A | \$ 0 | 52,290 | D                | Â                       |
| Penns<br>Woods<br>Bancorp,<br>Inc.<br>Common<br>Stock | 11/18/2005 | Â | J | 338   | A | \$ 0 | 2,032  | I                | Grandson<br>Austin      |
| Penns<br>Woods<br>Bancorp,<br>Inc.<br>Common<br>Stock | 11/18/2005 | Â | J | 255   | A | \$ 0 | 1,532  | I                | Grandson<br>Brandon     |
| Penns<br>Woods<br>Bancorp,<br>Inc.<br>Common<br>Stock | 11/18/2005 | Â | J | 338   | A | \$ 0 | 2,032  | I                | Grandson<br>Christopher |
| Penns<br>Woods<br>Bancorp,<br>Inc.<br>Common<br>Stock | 11/18/2005 | Â | J | 132   | A | \$ 0 | 792    | D <sup>(2)</sup> | Â                       |
| Penns<br>Woods<br>Bancorp,<br>Inc.<br>Common<br>Stock | 11/18/2005 | Â | J | 88    | A | \$ 0 | 528    | I                | Wife IRA                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BOWER PHILLIP H<br>2195 STOPPER DRIVE<br>MONTOURSVILLE, PA 17754 | X             |           |         |       |

## Signatures

/s/ Kimberly R. Yale, Attorney-in-Fact 01/09/2006

\_\_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).

- 12/19/2005 fourth quarter dividend reinvestment shares
- IRA

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### Remarks:

J^ - Stock split issued 11/18/2005

Total also includes previously issued Dividend Reinvestment Plan shares which are not required to be

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