

PENNS WOODS BANCORP INC  
Form 8-K  
June 27, 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**

**June 26, 2012**

Date of Report (Date of earliest event reported)

**PENNS WOODS BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**000-17077**  
(Commission  
File Number)

**23-2226454**  
(IRS Employer  
Ident. No.)

**300 Market Street, P.O. Box 967, Williamsport, Pennsylvania**  
(Address of principal executive offices)

**17703-0967**  
(Zip Code)

**(570) 322-1111**

Registrant's telephone number, including area code

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N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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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 June 26, 2012, the Board of Directors of Penns Woods Bancorp, Inc. (the Company ) appointed William J. Edwards as a Class 2 Director of the Company to serve until the 2015 annual meeting of shareholders of the Company and until his successor is duly elected and qualified. Mr. Edwards was also appointed as a director of the Company s wholly owned banking subsidiary, Jersey Shore State Bank. Mr. Edwards, age 41, is the owner and President of JEB Environmental Tech., Inc., a storage tank construction company. Mr. Edwards has not yet been appointed to any committees of the Company s board of directors. He will be compensated for his service as a director on the same basis as other non-employee directors of the Company and Jersey Shore State Bank, including retainers and board and committee fees.

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: June 27, 2012

By: /s/ Brian L. Knepp  
Brian L. Knepp  
Chief Financial Officer