

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
(Last) (First) (Middle)

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

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)

2195 STOPPER DRIVE
(Street)

MONTOURSVILLE, PA 17754
(City) (State) (Zip)

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

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 ⁽¹⁾	24.5655 A	\$ 0 2,414.3373	I	Grandson Matthew

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Inc. Common Stock									
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	8,715	A	\$ 0	52,290	D	Â
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	338	A	\$ 0	2,032	I	Grandson Austin
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	255	A	\$ 0	1,532	I	Grandson Brandon
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	338	A	\$ 0	2,032	I	Grandson Christopher
Penns Woods Bancorp, Inc. Common Stock	11/18/2005	Â	J	132	A	\$ 0	792	D ⁽²⁾	Â
Penns Woods Bancorp, Inc. Common 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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(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 Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

**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).
- (1) 12/19/2005 fourth quarter dividend reinvestment shares
- (2) IRA

Remarks:
 J&K 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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