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NORWOOD FINANCIAL CORP  
Form 8-K  
April 25, 2006

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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

Date of Report (Date of earliest event reported)      APRIL 24, 2006  
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NORWOOD FINANCIAL CORP.

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(Exact name of registrant as specified in its charter)

PENNSYLVANIA	0-28364	23-2828306
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

717 MAIN STREET, HONESDALE, PENNSYLVANIA	18431
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:      (570) 253-1455  
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NOT APPLICABLE

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(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 (see General Instruction A.2. below)

- 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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INFORMATION TO BE INCLUDED IN REPORT

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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

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On April 24, 2006, the Registrant issued a press release announcing its earnings for the quarter ended March 31, 2006. A copy of the press release is furnished with this report as exhibit 99.1.

ITEM 8.01 OTHER EVENTS

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On April 24, 2006, the Registrant announced that its Board of Directors had declared a 5% stock dividend payable May 26, 2006 to shareholders of record as of May 12, 2006. For additional information, reference is made to the Registrant's press release dated April 24, 2006, which is filed as Exhibit 99.1 to this report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

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(c) Exhibits:

99.1 Press Release, dated April 24, 2006

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.

NORWOOD FINANCIAL CORP.

Date: April 24, 2006

By: /s/ William W. Davis, Jr.

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William W. Davis, Jr.  
President and Chief Executive Officer  
(Duly Authorized Representative)