DNB FINANCIAL CORP /PA/ Form 8-K February 22, 2006

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 Exc	hange Act of 1934
Date of Report (Date of Earliest Event Reported):		February 22, 2006
DNB Financ	ial Corporation	
(Exact name of registran	t as specified in its	s charter)
Pennsylvania	0-16667	23-2222567
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
4 Brandywine Avenue, Downingtown, Pennsylvania		19335
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code	e:	(610) 269-1040
Not A _I	oplicable	
Former name or former address	ess, if changed sin	ce last report
Check the appropriate box below if the Form 8-K filing is the registrant under any of the following provisions:	intended to simult	aneously satisfy the filing obligation of
[] Written communications pursuant to Rule 425 under the [] Soliciting material pursuant to Rule 14a-12 under the [] Pre-commencement communications pursuant to Rule [] Pre-commencement communications pursuant to Rule	Exchange Act (17 14d-2(b) under the	CFR 240.14a-12) e Exchange Act (17 CFR 240.14d-2(b)

Item 1.01. Entry into a Material Definitive Agreement.

On February 22, 2006, DNB Financial Corporation and DNB First, National Association entered into a Director Change of Control Agreement with Thomas A. Fillippo, Director. The agreement is on the same terms as change in control agreements as amended November 10, 2003, heretofore entered into between the registrant and certain of its other outside directors, as set forth as Exhibit 10(d) to the registrant's Report on Form 8-K as filed with the Commission on November 14, 2003 (File No. 0-16667), incorporated herein by reference.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(d) Effective February 22, 2006, Thomas A. Fillippo was elected as a director of the registrant and its subsidiary, DNB First, National Association. Since 1972, he has served as President of Devault Foods, Inc. He will serve in the class of directors whose term expires in 2006 and has been nominated to run for election in the registrant's April, 2006 Annual Meeting for a 3 year term to expire in 2009.

Item 8.01. Other Events.

On February 22, 2006, DNB Financial Corporation announced that its Board of Directors declared a \$0.13 cash dividend per share on its common stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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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.

DNB Financial Corporation

February 22,	By:	/s/ Bruce
2006		E.
		Moroney
		Name:
		Bruce E.
		Moroney
		Title:
		Chief
		Financial
		Officer
		and
		Executive
		Vice
		President
		<u># 478408 v. 2</u>

Exhibit Index

Exhibit Des	cription
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No. 99.1

Dividend Press Release