





**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.

# 478408 v. 2

---

**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,  
2006*

*By:*

*/s/ Bruce  
E.  
Moroney  
Name:  
Bruce E.  
Moroney  
Title:  
Chief  
Financial  
Officer  
and  
Executive  
Vice  
President*

# 478408 v. 2

---

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Dividend Press Release

---