

DNB FINANCIAL CORP /PA/  
Form 8-K  
July 28, 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 Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 26, 2006

DNB Financial Corporation

\_\_\_\_\_  
(Exact name of registrant as specified in its 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: (610) 269-1040

Not Applicable

\_\_\_\_\_  
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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On, July 26, 2006 the Board of Directors of DNB Financial Corporation and DNB First, National Association (collectively, the “Company”) approved an increase in base salary for Richard J. Hartmann, the Company's Executive Vice President in charge of its Retail Banking Division. Mr. Hartmann's salary was increased to \$120,000, and will become effective as of August 1, 2006.

**Item 9.01. Financial Statements and Exhibits.**

(a) Not Applicable.

(b) Not Applicable.

(c) Exhibits. None

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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

*July 28, 2006*

*By: /s/ Bruce E. Moroney*

*Name: Bruce E. Moroney*

*Title: Chief Financial Officer*

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