Washington, D.C. 20549

Grafmyre Richard A Form 4 February 04, 2019

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

OMB 3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

Stock

1. Name and Address of Reporting Person * Grafmyre Richard A			2. Issuer Name and Ticker or Trading Symbol PENNS WOODS BANCORP INC [PWOD]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			of Earliest Transaction /Day/Year) /2019				X Director 10% Owner Selfow) Other (specify below)  President & CEO				
(Street) 4. If Amendry Filed(Month/I			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	<b></b>	* W 5	• .•	a	•.•	Person	0 D 01 L 1		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Dee ) Execution		3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Penns Woods Bancorp, Inc. Common Stock	02/01/2019			P	750	A	\$ 35.88	4,036	D		
Penns Woods Bancorp, Inc. Common								200	I	wife	

#### Edgar Filing: Grafmyre Richard A - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**SEC 1474** 

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	xercisable Date		of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Oth			

Director 10% Owner Officer Other

Grafmyre Richard A 115 SKYWARD DRIVE DANVILLE, PA 17821

X President & CEO

## **Signatures**

/s/ Kimberly R. Yale, Attorney in Fact 02/01/2019

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2