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NORWOOD FINANCIAL CORP
Form 4
December 12, 2002

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Sanders John H.
(Last) (First) (Middle)

717 Main Street

(Street)

Honesdale PA 18431
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Norwood Financial Corp/NWFL

3. IRS or Identification Number of Reporting Person, if an entity (Voluntary)

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4. Statement for Month/Day/Year

12/10/2002

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Options -							
Right-to-buy	\$30	12/10/ 2002		A	1,000	12/10/ 2003 12/10/ 2012	Common 1,000

Options -

Right-to-buy	\$30	12/10/ 2002		A	1,000	12/10/ 2003 12/10/ 2012	Common 1,000
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Explanation of Responses:

by: Lewis J. Critelli
/s/John H. Sanders Attorney-in-Fact

12/10/02

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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Page 2