

NORWOOD FINANCIAL CORP  
Form SC 13G/A  
February 10, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b) AND (c) AND AMENDMENTS THERETO FILED PURSUANT  
TO RULE 13d-2(b)

**(Amendment No. 9)\***

**NORWOOD FINANCIAL CORP.**

(Name of Issuer)

**Common Stock, \$0.10 Par Value Per Share**

(Title of Class of Securities)

**669549 10 7**

(CUSIP Number)

**February 20, 2008**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of the cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 669549 10 7

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

**Wayne Bank Trust Department**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

**N/A**

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**Pennsylvania**

5 SOLE VOTING POWER

NUMBER OF

SHARES

**213,167 Shares \***

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

**0 Shares**

EACH

REPORTING

7 SOLE DISPOSITIVE POWER

PERSON WITH

**213,167 Shares**

8 SHARED DISPOSITIVE POWER

**0 Shares**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**213,167 Shares**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**7.8%**

12 TYPE OF REPORTING PERSON

**BK**

(\* includes all shares held by trust department excluding Smith and Gazley

**Item 1(a). Name of Issuer:**

Norwood Financial Corp.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

717 Main Street, Honesdale, Pennsylvania 18431

**Item 2(a). Name of Person Filing:**

Wayne Bank Trust Department

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

717 Main Street, Honesdale, Pennsylvania 18431

**Item 2(c). Citizenship:**

Pennsylvania

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.10 par value per share.

**Item 2(e). CUSIP Number:**

669549 10 7

**Item 3. Check whether the person filing is a:**

Item 3(b)             Bank, in accordance with Rule 13d-1(b)(1)(ii)(B).

Item 3(a)(c)(d)(e)(f)(g)(h)(i)(j) - not applicable.

**Item 4. Ownership:**

The following information relates to the Wayne Bank Trust Department ownership as of February 3, 2009:

(a)            Amount beneficially owned:  
213,167 shares

(b)            Percent of Class:  
7.8%

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(c) Number of shares as to which such person has:

213,167 shares (i) Sole power to vote or to direct the vote:

0 shares (ii) Shared power to vote or to direct the vote:

213,167 shares (iii) Sole power to dispose or to direct the disposition of:

0 shares (iv) Shared power to dispose or to direct the disposition of:

Wayne Bank Trust Department ( Department ) is trustee to 20 trust accounts that include, in the aggregate, among their investments the 213,167 shares of common stock of Norwood Financial Corp. The Department has sole voting power with respect to those shares. Furthermore, the Department holds an aggregate of 232,958 shares of Common Stock of Norwood Financial Corp. in seven trust accounts as to which it has no voting power. These shares are excluded from this schedule.

**Item 5. Ownership of Five Percent or Less of a Class:**

Virtually all of our accounts involve outside persons who have the right to receive or direct the receipt of dividends from, or the proceeds from the sale of, securities in such accounts with respect to the class of securities which are subject to this report. However, no such person's rights relate to more than five percent of the class unless such person is identified below.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not Applicable.

**Item 9. Notice of Dissolution of Group:**

Not Applicable.

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**Item 10. Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

**Wayne Bank Trust Department**

Date: February 5, 2009

By: /s/ Wayne D. Wilcha  
Wayne D. Wilcha  
Senior Vice President and Trust Officer