

=====

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) May 26, 2006  
-----

Norwood Financial Corp.

-----  
(Exact name of registrant as specified in its charter)

Pennsylvania

0-28364

23-2828306

-----  
(State or other jurisdiction  
of incorporation)

-----  
(Commission File  
Number)

-----  
(IRS Employer  
Identification No.)

717 Main Street, Honesdale, Pennsylvania

18431

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Registrant's telephone number, including area code: (570) 253-1455  
-----

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 (see General Instruction A.2. below)

- 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)).

=====

NORWOOD FINANCIAL CORP.

INFORMATION TO BE INCLUDED IN REPORT  
-----

Item 5.02. Departure of Directors or Principal Officers; Election of Directors,  
-----

Appointment of Principal Officers  
-----

On May 26, 2006, the Registrant announced that Ms. Susan Gumble-Cottell  
had been appointed to the Boards of Directors of the Registrant and its  
principal subsidiary, Wayne Bank, effective as of June 1, 2006. Ms.  
Gumble-Cottell is expected to serve on the Audit Committee of the Registrant and  
as a rotating member of the Loan Committee of Wayne Bank. For further  
information, reference is made to the Registrant's press release, dated May 26,  
2006, which is filed as Exhibit 99.1 hereto.

(c) The following exhibits are filed with this report.

Number	Description
-----	-----
99.1	Press Release, dated May 26, 2006

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.

NORWOOD FINANCIAL CORP.

Date: May 26, 2006

By: /s/William W. Davis, Jr.

-----  
William W. Davis, Jr.  
President and Chief Executive Officer  
(Duly Authorized Representative)

[LOGO] Wayne Bank

A Subsidiary of Norwood Financial Corp. Member FDIC

717 Main Street, P.O. Box 269, Honesdale, Pennsylvania 18431  
570-253-1455 o FAX: 570-253-03278 o [www.waynebank.com](http://www.waynebank.com)

For Immediate Release - May 26, 2006  
Contact: Linda M. Moran, Director of Marketing  
Phone: (570) 253-8502

SUSAN GUMBLE-COTTELL APPOINTED TO WAYNE BANK BOARD

Honesdale, PA - William W. Davis, Jr., President and Chief Executive Officer of Norwood Financial Corp and its subsidiary Wayne Bank, is pleased to announce the election of Susan Gumble-Cottell to the Board of Directors of Wayne Bank and Norwood Financial Corp, effective June 1, 2006.

Susan Gumble-Cottell's experience includes ten years as President and CEO of Gumble Brothers, Inc. which is a building materials company located in Paupack, Pennsylvania. Prior to her current position, she was the Owner and Operator of The Eel Emporium and a practicing licensed Real Estate Agent in St. Petersburg Beach, Florida.

Ms. Gumble-Cottell is a native of Northeastern Pennsylvania and a graduate of Wallenpaupack Area High School and Keystone Jr. College. She received her Florida real estate license in 1982.

According to Mr. Davis, "Ms. Gumble-Cottell will be a welcome addition to our Board bringing a variety of business knowledge from both Florida and the Lake Region of the Pocono's, in addition to her real estate background and experience as a local business owner."

Norwood Financial Corp., through its subsidiary Wayne Bank, operates 11 community branch offices in Wayne, Pike and Monroe Counties. Total assets as of March 31, 2006 were \$434.1 million, with loans receivable of \$291.8 million, deposits of \$385.6 million and stockholders' equity of \$48.5 million. The Bank offers a complete line of commercial and retail products as well as Trust and other Asset Management services. The Company's stock is traded on the NASDAQ market under the symbol, NWFL. Additional information is available through the Company's website: [www.waynebank.com](http://www.waynebank.com)

Wayne Bank is a subsidiary of Norwood Financial Corp., Member FDIC.