NORWOOD FINANCIAL CORP

Form 4

December 12, 2002

| 701 12, 2002 | | |
|-------------------|---|---|
| | | OMB APPROVAL |
| | | OMB Number 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5 |
| | | ND EXCHANGE COMMISSION n, D.C. 20549 |
| | F | ORM 4 |
| | STATEMENT OF CHANGES | IN BENEFICIAL OWNERSHIP |
| Section 1 | 7(a) of the Public Uti | the Securities Exchange Act of 1934, lity Holding Company Act of 1935 or vestment Company Act of 1940 |
| | oox if no longer subje may continue. See Ins | ct to Section 16. Form 4 or Form 5 truction 1(b). |
| (Print or Type Re | esponses) | |
| 1. Name and Addre | ess of Reporting Perso | n* |
| Critelli | Lewis | J. |
| (Last) | (First) | (Middle) |
| 717 Main Street | | |
| | (S | treet) |
| Honesdale | PA | 18431 |
| (City) | (State) | (Zip) |
| 2. Issuer Name an | nd Ticker or Trading S | ymbol |
| Norwood Financia | l Corp/NWFL | |
| 3. IRS or Identi: | fication Number of Rep | orting Person, if an entity (Voluntary) |
| 4. Statement for | Month/Day/Year | |
| 12/10/2002 | | |
| 5. If Amendment, | Date of Original (Mon | th/Day/Year) |
| | | |
| | | |

6. Relationship of Reporting Person(s) to Issuer

| [|] | all applicable) Director Officer (give titl | e below) | | 10% Owner Other (spe | cify below) |) | |
|---------------------------------|--------|---|---------------------------------|---------------------------|----------------------------------|--------------------------|------------|----------------------------------|
| E - | | ve Vice President | | | | | | |
| 7. | Indivi | dual or Joint/Group Applicable Line) | Filings | | ======= | ======= | ==== | |
| | | Form filed by One Form filed by More | | | on | | | |
| ==== | ===== | Table I Non-Der | rivative Secur or Beneficial | rities Acqui .ly Owned | | of, | | |
| | | | | 2A. Deemed | 3. Transaction | or Dispose (Instr. 3, | , 4 and 5) | Owned Follo |
| 1. Title of Security (Instr. 3) | | _ | Date | if any | Code (Instr. 8) Code V | Amount | (A) | - Repor Trans (Inst and |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | Report on a separat rm is filed by more | | | | | | aly or i |
| Pers | ons wh | o respond to the co | ollection of i | nformation | contained | | | |

FORM 4 (continued)

a currently valid OMB control number.

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

in this form are not required to respond unless the form displays $% \left(\frac{1}{2}\right) =\frac{1}{2}\left(\frac{1}{2}\right)$

SEC 1

| 1. Title of Derivative Security | | action Date (Month/ | if any (Month/ | Code (Instr. 8) | or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- Exer- tion | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number | |
|---------------------------------|------|---------------------------|----------------|-----------------------|--|-----|--|---------------|---|--------------|
| (Instr. 3) | | Day/ Year) | Day/ Year) | Code V | | (D) | cisable | | Title | of Shares |
| | | | | | | | | | | |
| Options - | | | | | | | | | | |
| Right-to-buy | \$30 | 12/10/2002 | | А | 3,00 | 00 | 12/10 2003 | 12/10 2012 | Common | 3,000 |
| | | | | | | | | | | |
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Explanation of Responses:

/s/Lewis J. Critelli 12/10/02
------**Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Page 2