						OMB AI	PPROVAL		
FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							3235-0362		
Wa	Washington, D.C. 20549					Expires:	January 31, 2005		
						burden hou	average rs per		
a) of the Public U	tility Holdin	g Compa	iny A	ct of 2	1935 or Section	n			
Symbo	2. Issuer Name and Ticker or Trading Symbol PENNS WOODS BANCORP INC				5. Relationship of Reporting Person(s) to Issuer				
[PWOD]					(Check all applicable)				
(Month	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below)				
12,01,	2010				Chief	Operating Office	cer		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting				
					(enec	a approacte inte	,		
15-8684									
(Zip) Tal	ble I - Non-Der	ivative Se	curitie	es Acqu	iired, Disposed o	of, or Beneficia	lly Owned		
Execution Date, if any	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned at end	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
		Amount	(A) or (D)	Price	of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Â	J	62	Α	\$ 0	523	D	Â		
	Wa UAL STATEMI OWNED suant to Section I a) of the Public U 30(h) of the In a) of the Public U 30(h) of the In Person * 2. Issue Symbol PENN [PWC] Middle) 3. State (Month 12/31/ 4. If Ar Filed(M 815-8684 (Zip) * 2A. Deemed Execution Date, if any (Month/Day/Year)	Washington, D. UAL STATEMENT OF CH OWNERSHIP OF S suant to Section 16(a) of the S a) of the Public Utility Holdin 30(h) of the Investment Co Person * 2. Issuer Name and Ti Symbol PENNS WOODS * Person * 2. Issuer Name and Ti Symbol PENNS WOODS * Middle) 3. Statement for Issuer (Month/Day/Year) 12/31/2018 4. If Amendment, Date Filed(Month/Day/Year) \$15-8684 (Zip) Table I - Non-Der * 2A. Deemed 3. Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)	Washington, D.C. 2054 UAL STATEMENT OF CHANGES OWNERSHIP OF SECURI suant to Section 16(a) of the Securities a) of the Public Utility Holding Compa 30(h) of the Investment Company 4 Person * 2. Issuer Name and Ticker or Transymbol PENNS WOODS BANCOU [PWOD] Middle) 3. Statement for Issuer's Fiscal You (Month/Day/Year) 12/31/2018 4. If Amendment, Date Original Filed(Month/Day/Year) 815-8684 (Zip) Table I - Non-Derivative Securit Execution Date, if Transaction Acquired any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3, Amount	Washington, D.C. 20549 UAL STATEMENT OF CHANGES IN HOWNERSHIP OF SECURITIES suant to Section 16(a) of the Securities Excl a) of the Public Utility Holding Company A 30(h) of the Investment Company Act of Person * 2. Issuer Name and Ticker or Trading Symbol PENNS WOODS BANCORP IN [PWOD] Middle) 3. Statement for Issuer's Fiscal Year End (Month/Day/Year) 12/31/2018 4. If Amendment, Date Original Filed(Month/Day/Year) 815-8684 (Zip) Table I - Non-Derivative Securities 2. A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) od any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Amount (D)	Washington, D.C. 20549 UAL STATEMENT OF CHANGES IN BENE OWNERSHIP OF SECURITIES suant to Section 16(a) of the Securities Exchange a) of the Public Utility Holding Company Act of 130(h) of the Investment Company Act of 1940 Person * 2. Issuer Name and Ticker or Trading Symbol PENNS WOODS BANCORP INC [PWOD] Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2018 4. If Amendment, Date Original Filed(Month/Day/Year) Stateset (Zip) Table I - Non-Derivative Securities Acque 2. A. Deemed 3. 4. Securities Execution Date, if Transaction Acquired (A) or any Disposed of (D) (Month/Day/Year) (Instr. 8) (A) or Amount	Washington, D.C. 20549 UAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES suant to Section 16(a) of the Securities Exchange Act of 1934, a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Person 1 2. Issuer Name and Ticker or Trading Symbol PENNS WOODS BANCORP INC [PWOD] 5. Relationship of Issuer Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director XOfficer (giv below) A. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or J Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securities Acquired, Disposed any 5. Amount of Securities Code (22. Deemed 3. Execution Date, if Transaction any 4. Securities Code 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5)	STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: Expires: UAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Estimated a burden hou response suant to Section 16(a) of the Securities Exchange Act of 1934, a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 S. Relationship of Reporting Per Issuer Person * 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Per Issuer PENNS WOODS BANCORP INC (PWOD] Check all applicable (Month/Day/Year) Director L2/31/2018 100 Chief Operating Office below) Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director L2/31/2018 100 Chief Operating Office below) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Rep Person 0. Individual or Joint/Group Rep Person 415-8684 _X_Form Filed by One Reporting I Form Filed by One Reporting I Code 5. Amount of Disposed of (D) Owned at end Indivict (I) of Issuer's (Instr. 4) 6. Ownership Form: Direct Beneficially (D) or (Zip) Table I - Non-Derivative Securities Acquired (A) or any 5. Amount of Owned at end Indivict (I) of Issuer's (Instr. 4) 6. Ownership Fiscal Year (Instr. 4)		

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Karas Michelle M 6920 SCENIC DRIVE BLOOMSBURG, PA 17815-8684	Â	Â	Chief Operating Officer	Â			
Signatures							
/s/ Kimberly R. Yale Attorney in Fact	02/01	1/2019					

**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).

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Remarks:

J - 2018 Employee Stock Purchase Plan Shares (Dividend Reinvestment)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.