SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
PHILLIPS KENNETH A	NORWOOD FINANCIAL CORP [NWFL]	☑ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
(Last) (First) (Middle): 717 MAIN STREET	Foreign Trading Symbol	
(Street): HONESDALE PA 18431	3. Date of Earliest Transaction (Month/Day/Year): 11/10/2026	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2026		A		38(1)	A	$36.05	16,050	D	
Common Stock								40(2)	I	Restricted Stock
Common Stock								280(3)	I	Restricted Stock
Common Stock								420(4)	I	Restricted Stock
Common Stock								550(5)	I	Restricted Stock
Common Stock								82(5)	I	Restricted Stock
Common Stock								825(6)	I	Restricted Stock

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Director Retainer Shares issued under the 2024 Equity Incentive Plan.

2. Award vests in five equal installments beginning on December 14, 2022 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.

3. Award vests in five equal installments beginning on December 13, 2023 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.

4. Award vests in five equal installments beginning on December 12, 2024 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.

5. Award vests in three equal installments beginning December 15, 2025 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.

6. Award vests in three equal installments beginning on December 15, 2026 and annually thereafter during such periods of continued service as an Employee, Outside Director or Director Emeritus, as applicable.

/s/ Kenneth A. Phillips, By: Mackenzie Jackson, Power of Attorney 11/12/2026

** Signature of Reporting Person Date

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

* 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).

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

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