

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response:	0.5
---------------------	-----

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 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* <u>Gifford Jeffrey S</u> (Last) (First) (Middle) <u>717 MAIN STREET</u> (Street) <u>HONESDALE PA 18431</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORWOOD FINANCIAL CORP</u> [<u>NWFL</u>] Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="0"> <tr> <td>☒ Director</td> <td>10% Owner</td> </tr> <tr> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> </table> 6. Individual or Joint/Group Filing (Check Applicable Line) <table border="0"> <tr> <td>☒</td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>	☒ Director	10% Owner	Officer (give title below)	Other (specify below)	☒	Form filed by One Reporting Person		Form filed by More than One Reporting Person
☒ Director	10% Owner									
Officer (give title below)	Other (specify below)									
☒	Form filed by One Reporting Person									
	Form filed by More than One Reporting Person									

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	08/10/2026		A		40 ⁽¹⁾	A	\$34.02	26,810	D	
Common Stock								6,920	I	Spouse IRA
Common Stock								76,082	I	Spouse
Common Stock								2,487	I	By Custodian Abigail Lockwood
Common Stock								2,487	I	By Custodian Ryan Lockwood
Common Stock								35,746	I	IRA
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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											or Amount or Number			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	V	(A) Number of Derivative Securities Acquired (Instr. 3, 4 and 5)	(D) Number of Derivative Securities Disposed of (Instr. 3, 4 and 5)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	7. Title of Underlying 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)
1. Director Retained Shares issued under the 2024 Equity Incentive Plan.														
2. Award vests in three 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.														