

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** Transmittal for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print)		STREET		CITY		STATE		ZIP CODE		40 TEL (optional)	
NORWOOD FINANCIAL CORP.		148 PINEWOOD LLC		HONESDALE PA		HONESDALE PA		19431		5702531455	
2 (a) NAME OF PERSON FOR WHOM ACCOUNT THE SECURITIES ARE TO BE SOLD		RELATIONSHIP TO ISSUER		CITY		STATE		ZIP CODE		40 TEL (optional)	
717 MAIN ST		OFFICER		HONESDALE PA		HONESDALE PA		19431		5702531455	
3 (a) NAME OF ISSUER (Please type or print)		STREET		CITY		STATE		ZIP CODE		40 TEL (optional)	
NORWOOD FINANCIAL CORP.		148 PINEWOOD LLC		HONESDALE PA		HONESDALE PA		19431		5702531455	

**INSTRUCTION:** The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

5 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY			(c) Number of Shares or Other Units To Be Sold (See note 1(d))	(d) Aggregate Market Value (See note 1(d))	(e) Number of Shares or Other Units Outstanding (See note 1(d))	(f) Approximate Date of Sale (See note 1(d))	(g) Name of Last Securities Exchange
		Broker/Dealer File Number	Number of Shares or Other Units To Be Sold (See note 1(d))	Aggregate Market Value (See note 1(d))					
Common	FIDELITY BROKERAGE SERVICES LLC 245 SUMMER STREET BOSTON MA 02110		750	18662.50	8,194,528	08/31/2020	NASDAQ		

**INSTRUCTIONS:**

- (a) Name of issuer  
(b) Issuer's E.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
(e) Issuer's telephone number, including area code

- (a) Name of person for whom account the securities are to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code

- (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if different from the aggregate 18 days prior to the filing of this notice)  
(d) Approximate market value of the securities to be sold (as of a specified date within 18 days prior to the filing of this notice)  
(e) Number of shares or other units of the class outstanding, as of date on which the securities are to be sold  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1047 (08-07)

**TABLE I — SECURITIES TO BE SOLD**  
Furnish the following information with respect to the acquisition of the securities to be sold  
and with respect to the payment of all or any part of the purchase price or other consideration therefor

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Manner of Payment
Common	08/10/2016	Open Market Purchase	ISSUER	750	08/10/2016	Cash/Check

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

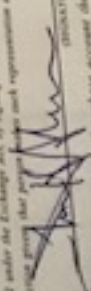
Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Form Payment
717 MAIN ST HONESDALE PA 18431	N/A  NORWOOD FINANCIAL CORP.		0	

**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (d) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information to report in the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to another person, he must file the plan or instructions with the Exchange Act, by signing the form and indicating the date the plan was adopted or instructions given. The person giving such representation as of the plan adoption or instruction date.

  
 (Signature)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

DATE OF NOTICE: 08/31/2020  
DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTIONS: \_\_\_\_\_  
IF RELYING ON RULE 144(i)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

SEC 144.1 (a) (1)

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**