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CODORUS VALLEY BANCORP INC

Form 8-K

October 14, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report - October 11, 2005  
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CODORUS VALLEY BANCORP, INC.

-----  
(Exact name of registrant as specified in its charter)

Pennsylvania	0-15536	23-2428543
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Number)

105 Leader Heights Road  
P.O. Box 2887  
York, Pennsylvania

17405-2887

-----  
(Address of principal executive offices)

-----  
(Zip code)

717-747-1519  
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(Registrant's telephone number including area code)

N/A  
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(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 5 - Corporate Governance and Management.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

- (a) On October 11, 2005, the Board of Directors of Codorus Valley Bancorp, Inc., by a majority vote, approved amendments to Article 17, Section 17.1 of the Bylaws of Codorus Valley Bancorp, Inc. A complete copy of the amended Bylaws is attached as Exhibit 3(ii).

Section 8 - Other Events

ITEM 8.01 OTHER EVENTS.

Codorus Valley Bancorp, Inc. hereby files its amended Articles of Incorporation. A complete copy of the amended Articles of Incorporation is attached as Exhibit 3(i).

Section 9 - Financial Statements and Exhibits.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (d) Exhibits.

No.	Description
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3(i)	Amended Articles of Incorporation of Codorus Valley Bancorp, Inc.
3(ii)	Amended Bylaws of Codorus Valley Bancorp, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Codorus Valley Bancorp, Inc.  
(Registrant)

Date: October 11, 2005  
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/s/ Larry J. Miller  
-----  
Larry J. Miller  
President and Chief  
Executive Officer  
(Principal Executive Officer)

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EXHIBIT INDEX

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Exhibit  
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