



**Item 7.01. Regulation FD Disclosure.**

On January 22, 2009, DNB Financial Corporation (the "Company") issued a press release announcing that on January 21, 2009, it had commenced trading shares of its common stock on the NASDAQ Capital Market. The press release, attached as Exhibit 99.1 hereto and incorporated herein by reference, is being furnished to the SEC and shall not be deemed to be "filed" for any purpose.

**Item 8.01. Other Events.**

On January 21, 2009, the Company commenced trading shares of its common stock on the NASDAQ Capital Market under its existing OTC symbol, "DNBF". The Company's application for listing its common stock was approved by NASDAQ on December 16, 2008.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibit is furnished herewith:

99.1 Press Release, dated January 22, 2009 of DNB Financial Corporation

**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.

**DNB FINANCIAL CORPORATION**

*January 22, 2009*

*By:*

*/s/ Gerald F. Sopp*

*Name: Gerald F. Sopp*

*Title: Chief Financial Officer and Executive VP*