#### FIRST KEYSTONE CORP

Form 4

September 11, 2008

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

	•								
	Address of Reporting Per A MATTHEW P	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol FIRST KEYSTONE CORP [fkys.ob]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (Mid	dle) 3. Date of E	Earliest Tra	nsaction	(Chec.	к ан аррисаок	·)		
1930 BRIT	TAIN STREET	`	(Month/Day/Year) 09/10/2008			title 0the below) E.V.P.			
	(Street)	4. If Amend	4. If Amendment, Date Original		6. Individual or Joint/Group Filing(Check				
BERWICK	, PA 18603	Filed(Month	/Day/Year)		Applicable Line) _X_ Form filed by C Form filed by M Person				
(City)	(State) (Zi	p) Table 1	I - Non-De	rivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transacti	or(A) or Disposed of (D)	) Securities	Ownership	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership		

First

Keystone

Code V Amount (D) Price

(A) Transaction(s) (Instr. 3 and 4)

From the price Transaction (S) (Instr. 3 and 4)

Transaction(s) (Instr. 3 and 4)

First

Keystone

P 1,000 A 1,025 3,895.4198

Common Stock

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

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 control number.

SEC 1474

(9-02)

Following

Reported

or Indirect

(Instr. 4)

D

(Instr. 4)

### Edgar Filing: FIRST KEYSTONE CORP - Form 4

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date	Expiration	Title N	umber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

### **Reporting Owners**

D 41 0 N /		Relationships
Reporting Owner Name /	Address	

Director 10% Owner Officer Other

PROSSEDA MATTHEW P 1930 BRITTAIN STREET BERWICK, PA 18603

E.V.P.

## **Signatures**

Matthew P. 09/11/2008 Prosseda

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* 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. 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 number.

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