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FIRST KEYSTONE CORP  
Form 8-K  
January 18, 2011

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 (Date of earliest event reported): January 11,  
2011

FIRST KEYSTONE CORPORATION

(Exact name of registrant as specified in its Charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| <u>PENNSYLVANIA</u>                                  | <u>2-88927</u>              | <u>23-2249083</u>                    |
| (State or other<br>jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|   |              |
|---|--------------|
| <u>111 West Front Street, Berwick, Pennsylvania</u> | <u>18603</u> |
| (Address of principal executive offices)            | (Zip Code)   |

Registrant's telephone number, including area code: 570.752.3671

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 the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the 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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## CURRENT REPORT ON FORM 8-K

### Item 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On January 11, 2011, the Registrant amended Article 10, Section 10.2 of its Bylaws to increase the age upon which a person may not be elected to the board of directors from 70 to 75 years of age.

The Amended and Restated Bylaws are attached hereto as Exhibit 3(ii) and are incorporated in this Item 5.03 by reference.

### Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements and Exhibits

None.

(b) Pro Forma Financial Information

None.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u>          |
|-----------------------|-----------------------------|
| 3(ii)                 | Amended and Restated Bylaws |

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### Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8K to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST KEYSTONE CORPORATION  
(Registrant)

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By: /s/ Matthew P. Prosseda  
Matthew P. Prosseda  
Chief Executive Officer

Date: January 14, 2011

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EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u>          |
|-----------------------|-----------------------------|
| 3(ii)                 | Amended and Restated Bylaws |

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