

BAR HARBOR BANKSHARES
Form 4
April 25, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENDER MARCIA T

2. Issuer Name and Ticker or Trading Symbol
BAR HARBOR BANKSHARES [BHB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

C/O BAR HARBOR BANKSHARES, P.O. BOX 400, 82 MAIN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BAR HARBOR, ME 04609

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock ⁽¹⁾ | 04/24/2017 | | M | 211 | A | \$ 0 ₍₂₎ | 1,602 | D |
| Common Stock ⁽¹⁾ | 04/24/2017 | | M | 210 | A | \$ 0 ₍₂₎ | 1,812 | D |
| Common Stock ⁽¹⁾ | 04/24/2017 | | F | 173 ₍₃₎ | D | \$ 0 | 1,639 | D |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units (RSUs) | \$ 0 ⁽⁴⁾ | 04/24/2017 | | M | 211 | 04/23/2017 04/23/2017 | Common Stock | 211 |
| Restricted Stock Units (RSUs) ⁽¹⁾ | \$ 0 ⁽⁴⁾ | 04/24/2017 | | M | 210 | 04/23/2017 04/23/2017 | Common Stock | 210 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENDER MARCIA T C/O BAR HARBOR BANKSHARES P.O. BOX 400, 82 MAIN STREET BAR HARBOR, ME 04609 | | | Senior Vice President | |

Signatures

/s/Kimberly Pruett Ilg, as attorney-in-fact 04/25/2017

**Signature of Reporting Person Date

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).
- (1) On March 21, 2017, Bar Harbor Bankshares effected a three-for-two split of its common stock (the "Stock Split"). The amount of securities reported on this Form 4 have been adjusted to reflect the Stock Split.

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- (2) Upon vesting, each restricted stock unit was converted into one share of BHB Common Stock.
- (3) These shares were withheld to satisfy the executive's tax liability associated with the vesting of restricted stock units. This was not an open market sale of securities.
- (4) Each restricted stock unit represents a contingent right to receive one share of BHB Common Stock.
- (5) The amount represents the number of time-vested Restricted Stock Units remaining for the 2015-2017 Long Term Incentive Plan (Plan C).
- (6) The amount represents the number of time-vested Restricted Stock Units remaining for the 2016-2018 Long Term Incentive Plan (Plan D).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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