

BAR HARBOR BANKSHARES
Form DEF 14A
March 29, 2013

BAR HARBOR BANKSHARES

82 Main Street

Bar Harbor, ME 04609

April 9, 2013

Dear Shareholder:

The **2013 Annual Meeting of the shareholders of Bar Harbor Bankshares will be held at 11:00 a.m. EDT on Tuesday, May 21, 2013**, at the Bar Harbor Club located at 111 West Street in Bar Harbor, Maine. Our directors and officers join me in inviting you to attend this meeting and the reception following. The Notice of Annual Meeting, Proxy Statement and Proxy Card are enclosed, along with the Company's 2012 Summary Annual Report and Annual Report on Form 10-K.

The accompanying Notice of Annual Meeting of Shareholders describes matters to be acted upon at the Annual Meeting. Please give these materials your prompt attention. Then we ask that you complete, sign, date and mail promptly the enclosed Proxy Card in the return envelope, or use telephone or internet voting to ensure that your shares are represented and voted at the meeting. Shareholders who attend the Annual Meeting may withdraw their proxy and vote in person if they wish to do so. Your vote is extremely important, so please act at your earliest convenience.

We look forward to seeing you on May 21st. Please join us for the reception even if you are unable to attend the business meeting.

Very truly yours,

/s/ Joseph M. Murphy

Joseph M. Murphy

President and

Chief Executive Officer

Enclosures

BAR HARBOR BANKSHARES

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 21, 2013

Notice is hereby given that the **Annual Meeting of the Shareholders of Bar Harbor Bankshares** (the Annual Meeting) will be held at the Bar Harbor Club at 111 West Street in Bar Harbor, Maine, on **Tuesday, May 21, 2013, at 11:00 a.m. EDT** to consider and act upon the following proposals:

1.

To elect thirteen (13) persons to serve as directors for a term of one year [Proposal I];

2.

To approve a non-binding, advisory resolution on the compensation of the Named Executive Officers of the Company (Say on Pay) [Proposal II];

3.

To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013 [Proposal III]; and

4.

To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 20, 2013 as the record date for determining the shareholders of the Company entitled to receive notice of, and to vote at, the Annual Meeting (the Record Date).

Only shareholders of record of the Company's common stock at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Annual Meeting.

YOUR VOTE IS IMPORTANT. YOU ARE URGED TO SIGN AND RETURN THE ENCLOSED PROXY IN THE POSTAGE PREPAID ENVELOPE AS PROMPTLY AS POSSIBLE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON. YOU MAY ALSO DELIVER YOUR VOTE BY TELEPHONE OR INTERNET BY FOLLOWING THE INSTRUCTIONS ON YOUR PROXY CARD OR VOTING INSTRUCTIONS FORM. IF YOU ATTEND THE ANNUAL MEETING, YOU MAY WITHDRAW YOUR PROXY AND VOTE IN PERSON IF YOU WISH TO DO SO.

By Order of the Board of Directors

/s/ Marsha C. Sawyer

Marsha C. Sawyer, Clerk

BAR HARBOR BANKSHARES

82 Main Street

Bar Harbor, ME

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD TUESDAY, MAY 21, 2013

PROXY STATEMENT

This Proxy Statement is furnished to the Shareholders of Bar Harbor Bankshares (the Company) in connection with the solicitation of proxies on behalf of the Board of Directors for use at the Annual Meeting of Shareholders (the Annual Meeting). The Annual Meeting will be held on Tuesday, May 21, 2013, at 11:00 a.m. EDT at the Bar Harbor Club located at 111 West Street in Bar Harbor, Maine. The official *Notice of the Annual Meeting of Shareholders* accompanies this Statement. A *Form of Proxy* for use at the meeting and a return envelope for the Proxy are enclosed.

The Notice of Annual Meeting, Proxy Statement, and Proxy Card were first mailed to the Company's shareholders on or about April 9, 2013 to solicit proxies for the Annual Meeting. Any shareholder submitting a proxy has the right to revoke it at any time before it is exercised; therefore, the delivery of an executed Proxy Card will not in any way affect a shareholder's right to attend the Annual Meeting and vote in person. Revocation may be made prior to the Annual Meeting by a written revocation, or by submitting a duly executed Proxy Card bearing a later date sent to the Company attention: Marsha C. Sawyer, Clerk, 82 Main Street, Bar Harbor, Maine 04609; or a proxy may be revoked personally at the Annual Meeting prior to the voting of the Proxy.

In absence of specific instructions to the contrary, shares represented by properly executed proxies received by the Company, including unmarked proxies, will be voted.

Proposal - I **FOR** the election of the thirteen (13) persons nominated as directors by the Board of Directors;

Proposal - II **FOR** approval of the non-binding, advisory resolution on the compensation of the named executive officers; and

Proposal - III **FOR** ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the ensuing year.

Except for procedural matters incidental to the conduct of the Annual Meeting, the Board of Directors does not know of any matters other than those described in the Notice of Annual Meeting that are to come before the Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons named in the Proxy will vote the shares represented by such proxy on such matters as determined by a majority of the Board of Directors.

Quorum and Vote Required

Only shareholders of record as of March 20, 2013 (the Record Date) will be entitled to notice of, to attend, and to vote at, the Annual Meeting. Each share is entitled to cast one vote for each of the thirteen (13) director nominees to the Company's Board of Directors and to cast one vote on each of the other matters to be voted on at the Annual Meeting. Cumulative voting is not permitted. As of the Record Date, 3,928,149 shares of the Company's common stock, \$2.00 par value (Common Stock), were outstanding and entitled to vote at the Annual Meeting. The presence at the Annual Meeting, either in person or by proxy, of the holders of not less than a majority of the shares entitled to vote at any meeting will constitute a quorum. If a quorum is present at the Annual Meeting, action may be taken on any matter considered, excepting only the election of directors, by the holders of a majority of the shares present and voting.

Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The inspector of election will treat abstentions and broker non-votes as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but not for purposes of voting with respect to determining the approval of any matter submitted to the shareholders for a vote. Shareholders who are present will have an opportunity to vote on each matter properly brought before the Annual Meeting. A broker non-vote occurs when a broker or other nominee holder, such as a bank, submits a proxy

representing shares that another person actually owns, and that person has not given voting instructions to the broker or other nominee holder.

The following is the Board's recommendation with respect to each of the items to be considered and voted upon at the Annual Meeting:

Proposal I - The Board of Directors recommends that you vote **FOR** the election of the thirteen (13) persons nominated as directors;

Proposal II - The Board of Directors recommends that you vote **FOR** the approval of the non-binding advisory resolution on the compensation of the named executive officers; and

Proposal III - The Board of Directors recommends that you vote **FOR** ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the ensuing year.

It is not anticipated that any matters will be presented at the Annual Meeting other than as set forth in the accompanying Notice of the Annual Meeting. If any other matters are presented properly at the Annual Meeting, however, the proxy will be voted by the proxy holders in accordance with the recommendations of the Board.

Voting

Voting by Mail. Shareholders can ensure that their shares are voted at the Annual Meeting by completing, signing, dating, and mailing the enclosed Proxy Card in the enclosed, postage prepaid envelope.

Voting by Telephone or the Internet. If you choose to vote by telephone or the Internet, instructions to do so are set forth on the enclosed Proxy Card. If you vote by telephone or the Internet, you do not have to mail in your proxy card, but your vote must be received by the voting deadline set forth on the Proxy Card.

If your shares are held by a bank, broker, or other nominee, please follow the instructions provided with your proxy materials supplied by your bank or broker.

Revocability of Proxies

Any shareholder who executes and delivers a proxy has the right to revoke it at any time before it is exercised, by filing, with the Company Clerk, an instrument revoking it, or by submitting a duly executed proxy bearing a later date. A proxy may also be revoked by attending the Annual Meeting and voting in person at the Annual Meeting. If your shares are held in street name, you should follow the instructions of your broker, bank or nominee regarding the revocations of proxies.

Solicitation of Proxies

Proxies are being solicited by the Board of Directors of the Company, (the Board), principally through the mail. The Board of Directors and Management of the Company may also solicit proxies personally, or by telephone, e-mail, or facsimile transmission. The entire expense of solicitation, including costs of preparing assembling and mailing the proxy material will be borne by the Company.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Annual Meeting to be Held on May 21, 2013:

This Proxy Statement, along with the Company s Annual Report on Form 10K for the fiscal year ended December 31, 2012 and our 2012 Summary Annual Report are available free of charge on the Investor Relations section of our website www.BHBT.com.

In addition, the Company will provide without charge upon the written request of any shareholder a copy of the Company s Annual Report on Form 10-K, including the financial statements and the financial statement schedules, required to be filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2012. Requests should be directed to Bar Harbor Bankshares, Attn: Investor Relations, 82 Main Street, Bar Harbor, Maine 04609.

PROPOSAL I

ELECTION OF DIRECTORS

At the Annual Meeting of Shareholders, thirteen (13) director-nominees will stand for re-election to serve until the 2014 Annual Meeting of Shareholders and until each director's successor is elected and qualified. Each director-nominee has consented to serve, and to the use of his or her name in this Proxy. All thirteen (13) of the director-nominees currently serve on the Board of the Company.

The Board has determined the majority of director-nominees are independent directors as required in accordance with applicable laws, regulations, and NYSE MKT, LLC (formerly the American Stock Exchange or AMEX and hereinafter NYSE MKT) listing requirements. The exception is director-nominee Joseph M. Murphy, who serves as President and Chief Executive Officer of the Company. Mr. Murphy does not serve as a voting member of the Audit, Compensation and Human Resources, or Governance Committees.

Board of Director Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF THE THIRTEEN (13) PERSONS NOMINATED AS DIRECTORS IN THE PROXY.

PROPOSAL II

NON-BINDING, ADVISORY RESOLUTION ON THE COMPENSATION

OF THE NAMED EXECUTIVE OFFICERS

The Securities Exchange Act of 1934, as amended, requires the Company to provide shareholders an opportunity to vote to approve, on a non-binding, advisory basis, the compensation of named executive officers as disclosed in this Proxy Statement. This vote does not address any specific item of compensation, but rather the overall compensation of the Company's named executive officers and its compensation philosophy, policies and practices, as disclosed in this proxy statement. Shareholders requested through their 2011 vote to have the opportunity to express their opinion on the overall compensation program through this non-binding voting mechanism on an annual basis.

The Company's named executive officers in this Proxy Statement include, Joseph M. Murphy, Gerald Shencavitz, Michael W. Bonsey, Gregory W. Dalton, and Stephen M. Leackfeldt. The compensation of the Company's named

executive officers is disclosed in the Compensation Discussion and Analysis, the summary compensation table and the other related tables and narrative disclosure contained elsewhere in this proxy statement. As discussed in those disclosures, the Board of Directors believes that our executive compensation philosophy, policies, and procedures provide a strong link between each named executive officer's compensation and our short and long-term performance. The objective of our executive compensation program is to provide compensation which is competitive based on our performance and aligned with the long-term interests of our shareholders.

The Company asks shareholders to indicate their support of our named executive officer's compensation as described in this Proxy Statement. This proposal will be presented at the Annual Meeting as a resolution in substantially the following form:

RESOLVED, on an advisory basis, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

Board of Director Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THIS PROPOSAL.

PROPOSAL III

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM

The Company's Audit Committee has appointed KPMG LLP as the Company's principal independent registered public accounting firm for the fiscal year ending December 31, 2013. The Company is asking its shareholders to ratify the appointment of KPMG LLP as its independent registered public accounting firm because it believes it is a matter of good corporate practice to do so. If the Company's shareholders do not ratify the appointment, the Audit Committee will reconsider whether to retain KPMG LLP, but may still retain them. Even if the appointment is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines such a change would be in the best interest of the Company and its shareholders.

Information regarding the audit fees and reports of KPMG LLP is set forth in this Proxy under the caption INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Board of Director Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As of the Record Date, the Company had outstanding 3,928,149 shares of its voting common stock (the Common Stock), par value \$2.00 per share.

The following table sets forth information with respect to the beneficial ownership of the Company's voting Common Stock as of December 31, 2012, by: (i) each person or entity known by the Company to own beneficially more than five percent (5%) of the outstanding Common Stock calculated on the outstanding shares on December 31, 2012, (ii) each current director-nominee for director on the Company's Board of Directors, (iii) the Company's named executive officers (as defined on page 28) of this Proxy under the heading ("2012 Summary Compensation Table ") and (iv) all

executive officers and directors as a group. The Company had 3,920,044 shares outstanding as of December 31, 2012.

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Name of Beneficial Owners	Title of Class	Amount of Beneficial Ownership ¹	Percent of Class
<i>5% or more beneficial owners</i>			
None			
<i>Directors/Nominees:</i>			
Robert C. Carter	Common	3,655 ^{2,10}	*
Thomas A. Colwell	Common	5,888 ^{3,10}	*
Peter Dodge	Common	5,515 ¹⁰	*
Martha T. Dudman	Common	4,073 ¹⁰	*
Lauri E. Fernald	Common	2,380 ¹⁰	*
Gregg S. Hannah	Common	1,255 ¹⁰	*
Clyde H. Lewis	Common	4,582 ^{4,10}	*
Joseph M. Murphy (Director and Named Executive Officer)	Common	62,350 ^{10,11}	1.59
Robert M. Phillips	Common	2,455 ^{5,10}	*
Constance C. Shea	Common	2,455 ^{6,10}	*
Kenneth E. Smith	Common	2,615 ^{7,10}	*
Scott G. Toothaker	Common	3,205 ^{8,10}	*
David B. Woodside	Common	1,796 ^{9,10}	*

Named Executive Officers:

Gerald Shencavitz	Common	14,050 ¹¹	*
Michael W. Bonsey	Common	10,770 ¹¹	*
Gregory W. Dalton	Common	6,342 ¹¹	*
Stephen M. Leackfeldt	Common	2,905 ¹¹	*
Total Ownership of all directors, named executive officers, and specified Trust shares of the Company as a group [seventeen (17) persons]		166,491¹²	4.25%

¹The number of shares beneficially owned by the persons set forth above is determined under the rules of Section 13 of the Securities Exchange Act of 1934, as amended, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, an individual is considered to beneficially own any shares of Common Stock if he or she directly or indirectly has or shares, (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or direct the disposition of shares. Unless otherwise indicated, an individual has sole voting power and sole investment power with respect to the indicated shares. All individual holdings amounting to less than 1% of issued and outstanding Common Stock are marked with an (*).

²Includes 1,500 shares over which voting and dispositive powers are shared jointly with Mr. Carter's spouse.

³Includes 4,500 shares over which voting and dispositive powers are shared jointly with Mr. Colwell's spouse.

⁴Includes 3,400 shares over which voting and dispositive powers are shared jointly with Mr. Lewis's spouse.

⁵Includes 500 shares over which voting and dispositive powers are shared jointly with Mr. Phillips's spouse.

⁶Includes 2,200 shares held jointly with Mrs. Shea's spouse to include voting and dispositive powers.

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⁷Includes 1,298 shares over which voting and dispositive powers are shared jointly with Mr. Smith's spouse.

⁸Includes 450 shares owned by Mr. Toothaker's children and 2,000 shares over which voting and dispositive powers are shared with Mr. Toothaker's spouse.

⁹Includes 325 shares over which voting and dispositive powers are shared jointly with Mr. Woodside's spouse.

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¹⁰Ownership figures for directors include 500 director-qualifying shares owned by each person indicated. The number also includes 255 restricted shares granted to each director (except Mr. Murphy) as part of their director compensation to be held in the custody of the Company until three months following the date the director ceases to serve as a member of the Company's Boards.

¹¹Includes shares over which present executives have voting power under the Company's 401(k) Plan and options to purchase shares of common stock granted pursuant to the Company stock option plan which are exercisable within 60 days of the Record Date. This number also includes restricted shares granted by the Board of Directors as part of the 2012 compensation adjustment required to be held until three months following the date of the executive ceases to be employed by or associated with the Company.

Name	401(k) Plan	Exercisable Options	Restricted Shares
Joseph M. Murphy	31,169	0	279
Gerald Shencavitz	4,039	9,400	111
Michael W. Bonsey	2,270	2,400	55
Gregory W. Dalton	2,927	2,400	55
Stephen M. Leackfeldt	0	2,400	55

¹²Total beneficial ownership includes, 30,200 shares (0.77%) of the Common Stock held by two trusts, which, for purposes of voting, are allocated equally among the directors present at the Annual Meeting under the terms of the respective trust instruments. No director has any other beneficial interest in these shares. These trusts are denominated for purposes of this Proxy Statement as the "Parker Trust" and the "The Fred & Hattie Lynam Private Foundation" formerly known as the Lynam Trust.

The Parker Trust was established in 1955 in perpetuity. Bar Harbor Trust Services, the Company's second tier non-depository trust services Company located in Ellsworth, Maine, is the sole Trustee, with full powers, of this trust benefiting the Mt. Heights Cemetery in Southwest Harbor, Maine.

The Fred & Hattie Lynam Private Foundation, formerly known as the Lynam Trust, was established in 1942 in perpetuity to benefit Mount Desert Island charities and later expanded to provide scholarships to graduates of Mount Desert Island High School. Bar Harbor Trust Services is the sole Trustee, with full powers, and administers the trust with the assistance of an established Grant and Scholarship Committee made up of members of the Bar Harbor Bankshares Board of Directors and community representatives.

The information provided is based on the records of the Company and on information furnished by the persons listed.

The Company is not aware of any arrangement that could at a subsequent date result in a change in control of the Company.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers, directors, and persons who own more than ten percent (10%) of a registered class of the Company's equity securities (collectively "Section 16 Persons") to file initial reports of ownership and reports of changes of ownership with the United States Securities and Exchange Commission (the "Commission") and the NYSE MKT. Section 16 Persons are required by the Commission regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on review of such reports provided to the Company and written representations, all reports were filed timely and as required except for:

On September 5 and September 7, 2012, Mr. Gerald Shencavitz disposed of 30 shares and 138 shares, respectively, following a stock option exercise. Timely reporting did not occur. On September 12, 2012, a Form 4 was filed reflecting his updated ownership.

DIRECTORS AND EXECUTIVE OFFICERS***Directors and Nominees:***

The Company's Board of Directors currently consists of thirteen (13) members. The Board has determined that the majority of the director-nominees are independent directors as required in accordance with applicable laws, regulations, and NYSE MKT listing requirements. The exception is director nominee Murphy, who serves as President and Chief Executive Officer of the Company. Mr. Murphy does not serve as a voting member of the Audit, Compensation and Human Resources, or Governance Committees. Mr. Murphy has announced his retirement as President and Chief Executive Officer as of June 30, 2013. The Board has nominated Mr. Murphy for re-election as a continuing director and, if re-elected, he will continue to serve as a director after his anticipated retirement in June 2013. The Board believes Mr. Murphy's continuing service as a director following his retirement is important for continuity and leadership transition purposes. Mr. Murphy does not meet the definition as an independent director under the NYSE MKT listing requirements and, therefore, will be limited as to his voting committee assignments.

The following table sets forth for each director-nominee for election at the Annual Meeting, their name, age as the Record Date and positions with the Company or its subsidiaries, Bar Harbor Bank & Trust (BHB) and Bar Harbor Trust Services (BHTS).

DIRECTOR-NOMINEES**FOR ELECTION****AT ANNUAL MEETING**

Name	Age	Year		Position with the Company	Positions with Subsidiaries
		First	Current		
		Elected	Term to Expire		
Peter Dodge	69	2003 ¹	2013	Chairperson and Director	Director, BHB since 1987.
Thomas A. Colwell	68	1991	2013	Vice Chairperson and Director	Director, BHB since 1991. Chairperson from May 2004 through May, 2009. Vice Chairperson since May, 2009.
Robert C. Carter	69	2003 ²	2013	Director	Director, BHB since 1996. Director, BHTS since 2004.

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Martha T. Dudman	61	2003	2013	Director	Director, BHBH since 2003.
Lauri E. Fernald	51	2005	2013	Director	Director, BHHS since 2003. Director, BHBH since 2005.
Gregg S. Hannah	70	2006	2013	Director	Director, BHBH since 2006.
Clyde H. Lewis	68	2005	2013	Director	Director, BHHS since 2006. Director, BHBH since 2005.

DIRECTOR-NOMINEES**FOR ELECTION****AT ANNUAL MEETING**

Name	Age	Year		Position with the Company	Positions with Subsidiaries
		First	Current		
		Elected	Term to Expire		
Joseph M. Murphy	70	2002	2013	Director	Chairperson and Director, BHBT since 2002. Chief Executive Officer, BHBT since 2003. President, BHBT since February, 2005. Director, BHTS since 2002.
Robert M. Phillips	71	2003 ³	2013	Director	Director, BHBT since 1993.
Constance C. Shea	68	2003	2013	Director	Director, BHBT since 2001.
Kenneth E. Smith	59	2004	2013	Director	Director, BHBT since 2004.
Scott G. Toothaker	50	2003	2013	Director	Director, BHTS since 2004. Director, BHBT since 2003.
David B. Woodside	61	2003	2013	Director	Director, BHBT since 2003.

¹Peter Dodge served as a director of the Company from 1987 through 2000 and then again from 2003 to present.

²Robert Carter served as a director of the Company from 1996 through 2000 and then again from 2003 to present.

³Robert Phillips served as a director of the Company from 1993 through 2000 and then again from 2003 to present.

Executive Officers:

Set forth below is a list of the Company's named executive officers, including their ages as of the Record Date, and positions with the Company and its subsidiaries, Bar Harbor Bank & Trust (BHBT) and Bar Harbor Trust Services (BHTS) as of the Record Date:

Year**First****Elected**

Name	Age	As Officer	Position with the Company	Positions with Subsidiaries
Joseph M. Murphy	70	2002	Director, President and Chief Executive Officer	Chairperson and Director, BHBT since 2002. Chief Executive Officer, BHBT since 2003.
Gerald Shencavitz	59	1998	Executive Vice President Chief Financial Officer and Treasurer	President, BHBT since February 2005. Director, BHTS since 2002. Executive Vice President, Chief Financial Officer, and Chief Operating Officer of BHBT since December, 2007. Chief Financial Officer, Senior Vice President, and Chief Operating Officer for BHBT from 2001 through December 2007. Treasurer of BHTS since 2001.

Name	Year				Positions with Subsidiaries
	First				
	Elected				
Name	Age	As Officer	Position with the Company		Positions with Subsidiaries
Michael W. Bonsey	48	2001	N/A		Executive Vice President and Chief Risk Officer since 2011 and Senior Vice President of BHBT since 2001.
Gregory W. Dalton	53	2000	N/A		Executive Vice President since 2011 and Senior Vice President of BHBT since 2000.
Stephen M. Leackfeldt	56	2001	N/A		Executive Vice President since 2011 and Senior Vice President of BHBT since 2001.

The Bylaws of the Company provide that the executive officers be elected annually by the Board of Directors and that the President and Chief Executive Officer (CEO), Chairperson and Vice Chairperson, if any, shall serve at the pleasure of the Board and until their successors have been chosen and qualified. All other officers serve at the pleasure of the Board of Directors and the CEO. There are no arrangements or understanding between any of the directors, executive officers, or any other persons pursuant to which the above directors have been selected as directors or any of the above officers have been selected as officers. There are no family relationships as defined by the Commission, between any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer.

Business Experience

The principal occupation and business experience for at least the last five (5) years for each director, nominee, and executive officer is set forth below. None of the organizations discussed below, except for Bar Harbor Bank & Trust and Bar Harbor Trust Services, are affiliated with the Company.

Directors and Nominees:

Robert C. Carter. Mr. Carter resides in Machias, Maine. He presently operates Carter Enterprises, a rental management business also located in Machias, Maine. He is a former game warden for the Maine Department of

Inland Fisheries. Mr. Carter previously owned and operated Helen's Restaurant and Machias Motor Inn for 12 and 20 years, respectively. Mr. Carter's business experience and first-hand knowledge of the Washington County business community and local issues provides essential guidance to the Company in this unique market.

Thomas A. Colwell. Mr. Colwell resides in Deer Isle, Maine. Mr. Colwell is the former President of Colwell Bros. Inc. (lobster pounding) and retired from that position as of December 31, 2006. He is a director of the Lobster Institute and a past director of the Maine Lobster Pound Association and the Penobscot East Resource Center (non-profit). His knowledge of this specialized industry and the working waterfront provides a unique understanding to the Board of this important segment of business lending for a community bank operating on the coast of Maine. He also served as Chairman of the Board of Bar Harbor Bankshares for five years before becoming its Vice Chairman in 2009

Peter Dodge. Mr. Dodge resides in Blue Hill, Maine, and is President, Insurance Agent, and majority owner of Peter Dodge Agency d/b/a Merle B. Grindle Agency, John R. Crooker Agency, and The Endicott Agency, providing insurance services from locations in Blue Hill, Bucksport, and Castine, Maine. Mr. Dodge has been part of our Board since 1987 and is the longest serving director who brings a historical, long-term perspective and leadership to the Board. He has served as Chairperson of the Company's Loan, Audit, and Compensation and Human Resources Committees various times during his tenure, before accepting the position of Chairperson of the Board in May, 2009. He is Past President of the Independent Insurance Agents of Maine. He has also served as Past President of George Stevens Academy and is a former board member of Blue Hill Memorial Hospital, both located in Blue Hill, Maine.

Martha T. Dudman. Ms. Dudman resides in Northeast Harbor, Maine, and is a fundraising consultant and published author. She is past President and General Manager of Dudman Communications Corporation, operating a group of radio stations in Ellsworth and Bangor, Maine. She currently serves as Senior Counsel with Gary Friedmann & Associates, providing fundraising consulting services to nonprofits throughout the State of Maine. She has extensive experience in business management, public relations, marketing and sales. Ms. Dudman has been awarded membership in the Deborah Morton Society, recognizing women of high distinction in their careers and public service and whose leadership in civic, cultural, and social causes has been exceptional. She serves on several non-profit boards and is President of the Northeast Harbor Library and serves on the Board of Selectmen for the Town of Mount Desert, Maine.

Lauri E. Fernald. Ms. Fernald resides in Mount Desert, Maine, and is a Certified Funeral Service Provider, President and an owner in Jordan-Fernald headquartered in Mount Desert, Maine. She is also Managing Partner of Jordan Family Properties LLC and L.E. Fernald LLC, operating as real estate holding companies. Ms. Fernald serves on the finance committee of Hospice Volunteers of Hancock County. She is Treasurer of St. Mary and St. Jude Episcopal Church of Northeast Harbor and Vice Chair of Maine Coast Healthcare Foundation. She is also a member of the Ellsworth Noontime Rotary Club, the Woodbine Cemetery Association of Ellsworth, and the Brookside Cemetery Corp. of Mount Desert, Maine.

Gregg S. Hannah. Mr. Hannah resides in Surry, Maine and is a past Associate Professor of Business Management at Nichols College in Dudley, Massachusetts. He taught courses in marketing, investment management, and corporate strategy. He also served as a Trustee of the Connecticut State University System and was Chairman of their Finance Committee for several years. Mr. Hannah was employed in a professional investment capacity from 1973 to 1987 and is a Chartered Financial Analyst. His investment experience is valuable to his role as a member of the Trust Committee. Mr. Hannah is also a Trustee, Treasurer, and member of the Executive Committee of the Hancock County Trustees of Public Reservations, the governing board of the Woodlawn Museum, Gardens, and Park in Ellsworth, Maine. He also served as a Trustee of George Stevens Academy in Blue Hill, Maine for six years.

Clyde H. Lewis. Mr. Lewis resides in Sullivan, Maine, retired in February, 2012 as Vice President, General Manager, and an owner in Morrison Chevrolet Inc., of Ellsworth, Maine. He is presently a member of the Executive Board of the Downeast Family YMCA. He has served as President of the Ellsworth Chamber of Commerce, is a Past Master of the Lygonia Masonic Lodge, and a member of the Anah Temple and Hancock County Shrine Clubs. His knowledge of and contacts with residents and customers from the large geographic area surrounding Ellsworth brings unique market intelligence to the Board.

Joseph M. Murphy. Mr. Murphy resides in Mount Desert, Maine, and is CEO of Bar Harbor Bankshares and Bar Harbor Bank & Trust. Mr. Murphy has over 35 years of banking experience at the executive level with community banks in Connecticut (Centerbank), Delaware (WSFS Bank) and Maine (BHB). He served as Chairman of the Maine Bankers Association. He is a former board member of the Abbe Museum and the Friends of Acadia. He is currently a board member of the Maine Seacoast Mission in Bar Harbor, Maine and a Corporator of Maine Coast Memorial Hospital in Ellsworth, Maine.

Robert M. Phillips. Mr. Phillips resides in Sullivan, Maine, and is a former consultant for Cherryfield Foods, Maine Wild Blueberry, and Oxford Foods, food processors with locations in Washington County, Maine. Mr. Phillips serves as a consultant for the Wild Blueberry Association of North America and the Maine Wild Blueberry Commission, is a Maine Trustee of the Eastern States Exposition (the BIG E), is on the Technology Board of the Maine Technology Institute, and is an advisor to the Food Science Department of the University of Maine. Mr. Phillip s expert knowledge gained by his employment in the wild blueberry industry has been an important resource to the Board for this important agricultural business segment of Downeast Maine.

Constance C. Shea. Mrs. Shea resides in Mount Desert, Maine, and is a Real Estate Broker and a former owner in Sylvia Shea Inc. d/b/a Lynam Real Estate Agency, Bar Harbor, Maine. Mrs. Shea is also the owner of a commercial real estate property located in Bar Harbor, Maine. She serves as a member of the Board of Directors of the Somesville Library Association. Mrs. Shea has been involved with the real estate brokerage business since 1989. Her perspective of year-round and seasonal real estate markets provides valuable insights into real estate trends in our major markets, especially Mount Desert Island, which is important to the activities of the Loan Committee.

Kenneth E. Smith. Mr. Smith resides in Bar Harbor, Maine, and has been owner and Innkeeper of Manor House Inn since 2003 and former owner of Wonder View Inn, both lodging facilities located in Bar Harbor, Maine. The hospitality industry is a critical segment of the local economy and the Bank's commercial loan portfolio. Mr. Smith's 36 years of experience and expertise in the field are highly valued by the Board. Mr. Smith has served as Chairperson of the Bar Harbor Town Council and is a member of the Anah Temple Shrine.

Scott G. Toothaker. Mr. Toothaker resides in Ellsworth, Maine, and is a Principal and Vice President of Melanson Heath & Co., PC, a CPA firm with an office located in Ellsworth, Maine, which specializes in professional services to small businesses and entrepreneurs throughout New England. He holds an MBA from the University of Maine and an MST from Bentley College. A practicing CPA, Mr. Toothaker serves as Chairperson of the Audit Committee.

David B. Woodside. Mr. Woodside resides in Bar Harbor, Maine, and is Chief Executive Officer and General Manager of The Acadia Corporation, a locally owned company operating restaurants and retail shops located in Acadia National Park and Bar Harbor, Maine. Since receiving his BS degree in Business Administration from the University of Maine in 1976, Mr. Woodside has been employed by The Acadia Corporation. In addition to serving numerous local non-profit organizations, Mr. Woodside serves as Vice Chairperson of the National Park Hospitality Association, representing the diverse companies providing visitor hospitality services in National Parks across the country. His in-depth knowledge of the retail industry and its impact on the tourist segment of the local economy, as well as his involvement with tourism on the national level provides significant expertise to the Board.

Executive Officers:

Joseph M. Murphy. For a summary of Mr. Murphy's business experience, refer to the Directors and Nominees section immediately above.

Gerald Shencavitz. Mr. Shencavitz resides in Mount Desert, Maine, and has served as Executive Vice President, Chief Financial Officer (CFO), and Treasurer of the Company since December, 2007. Prior to his promotion in December 2007 to Executive Vice President, he served as Chief Financial Officer and Treasurer of the Company since June 2001. Mr. Shencavitz has served as Executive Vice President, Chief Financial Officer, and Chief Operating Officer of Bar Harbor Bank & Trust since his promotion in December, 2007. He was Chief Financial Officer, Senior Vice President and Chief Operating Officer of Bar Harbor Bank & Trust between June 2001 and December, 2007. Mr. Shencavitz serves as Treasurer of Bar Harbor Trust Services, an office he has held since 2001. Mr. Shencavitz has also served as a member of the Federal Home Loan Bank of Boston's Advisory Panel since 2007.

Michael W. Bonsey. Mr. Bonsey resides in Bar Harbor, Maine, and has served as Executive Vice President (EVP) and Chief Risk Officer of Bar Harbor Bank & Trust since October, 2011. He was Senior Vice President of Credit Administration of Bar Harbor Bank & Trust from December, 2001 through October, 2011. Additionally, Mr. Bonsey

served as Vice President of Credit Administration from 2000 through December, 2001. Mr. Bonsey is the Chairperson of the Mount Desert Island Hospital's Trustees and is a past President of Bar Harbor Rotary.

Gregory W. Dalton. Mr. Dalton resides in Mount Desert, Maine, and has served as Executive Vice President (EVP) of Business Banking of Bar Harbor Bank & Trust since October 2011. He was Senior Vice President of Bar Harbor Bank & Trust's Business Banking function from 2000 through October 2011. He is also a minority owner in both the Bar Harbor Jam Co. and its real estate holding companies, Blueberry Partners LLC and Triangle Development LLC located in Bar Harbor, Maine. Mr. Dalton served as Vice Chair of the MDI YMCA and serves in several local youth focused, non-profit organizations including The Katahdin Area Council of the Boy Scouts of America and the Neighborhood House in Northeast Harbor, Maine.

Stephen M. Leackfeldt. Mr. Leackfeldt resides in Harrington, Maine, and has served as Executive Vice President (EVP) of Retail Banking and Operations since 2011. From 2001 through October 2011 he served as Senior Vice President of Retail Banking and Consumer Lending of Bar Harbor Bank & Trust. He is also the owner of State Cinemas located in Calais, Maine.

CORPORATE GOVERNANCE

Board of Directors:

A Board of Directors comprised of thirteen (13) members managed the Company during 2012. A majority of the Board of Directors meets the independence standards established by NYSE MKT. The Board has determined that all the named director-nominees listed in this Proxy, with the exception of Mr. Murphy, meet applicable independence standards established by NYSE MKT. The Board of Directors of the Company held a total of eleven (11) regular meetings, three (3) special meetings, and one (1) annual meeting during 2012. Each director attended at least 75% of the total number of board and committee meetings that he or she was eligible to attend. The Board encourages, but does not require, each director to attend its Annual Meeting. All of the Board's members attended the 2012 Annual Meeting.

Mr. Murphy's Service as Director following his Planned Retirement as President and CEO:

Mr. Murphy has announced his planned retirement as President and Chief Executive Officer of the Company and the Bank effective June 30, 2013. The Governance Committee has recommended Mr. Murphy as a nominee for re-election as a Director to continue his service following his planned retirement in 2013. Mr. Murphy has agreed to stand for re-election understanding that his service, if elected, will continue following his June 2013 retirement date.

The Governance Committee believes Mr. Murphy's continuing service as a Director following his retirement will provide continuity and assist the Company in its CEO leadership transition process.

Board Leadership Structure and Risk Oversight:

The leadership structure of the Company is guided by its Governance Committee. The Company's Governance Committee nominates individuals to serve as members of the Company's Board of Directors, including any management Directors. All Directors of the Company are considered independent directors, except for the CEO of the Company. The Chairperson of the Board of Directors, as well as the Vice Chairperson of the Board, are both independent directors. Management Directors do not serve as Chairs of any Board Committees. The Governance Committee nominates the Chairperson and Vice Chairperson roles for election by the entire Board of Directors. The independent directors meet in executive session directly after Board meetings periodically to ensure that there is adequate oversight of Company management and to ensure that there is ample time to assess the Company's activities separate from management. The Governance Committee believes this leadership structure is prudent and provides sufficient segregation and independence.

The Board of Directors provides oversight to the management of the Company's risk profile, including but not limited to internal controls over financial reporting, credit risk, interest rate risk, liquidity risk, operational risk, reputational risk and compliance risk. The Board of Directors monitors and manages these risks through the activities of specialized Board Committees in conjunction with management, internal audit, the independent registered public accounting firm, and other independent advisors. Some of the more significant risks and the Board's oversight of those risks are described below.

The Board manages credit risk through a Director's Loan Committee, which operates at the BHBT level and meets at least monthly. This committee sets loan policy, establishes credit authorities, and approves or ratifies all extensions of credit over \$1,000,000. This Committee regularly reviews credit trends, delinquencies, non-performing loans and recommends loans to be charged-off to the Board of Directors.

The Asset and Liability Management Committee (ALCO), which comprises the entire senior management team and is chaired by the CFO, assists in the management of interest rate and liquidity risk. This committee meets on a regular basis to review market interest rate trends and product pricing strategies. On a quarterly basis, ALCO meets with its asset and liability management consultant, Darling Consulting Group, to review current trends, possible interest rate or liquidity risks in the balance sheet and to review prospective strategies over typically a two-year horizon using their proprietary modeling services. The Chairperson of the Board attends these quarterly meetings and the findings and recommendations are reported to the full Board by the consultants at least twice a year. The Company's balance sheet position and risk mitigation strategies are reviewed by internal audit and the data verified by an outsourced specialist from M & M Consulting.

The Company's Audit Committee meets quarterly and receives reports from its independent registered public accounting firm, the independent loan review consultants, and the Company's internal audit function. The senior auditor conducts an annual risk-based audit program and provides audit findings quarterly.

The Company has an Enterprise Risk Management Program that is administered on behalf of the Board of Directors by Executive Vice President and Chief Risk Officer Bonsey. In addition to this Program, the Bank's credit review, consumer loan underwriting, compliance and information security departments report to Mr. Bonsey. The Enterprise Risk Management Program coordinates with all of the Bank's lines of business to identify, monitor, track and report various risks within the organization. The Program also established an Enterprise Risk Management committee that reviews and discusses on a quarterly basis the Program's Bank wide risk assessments. The final risk assessments are shared and discussed with the Board of Directors each quarter.

The Board manages incentive compensation risk through its Compensation and Human Resources Committee. This Committee has engaged Pearl Meyer & Partners as independent compensation consultants to provide the Committee with both competitive market data and research into compensation best practices to guide the decisions of the Committee. To mitigate the inherent risks of incenting behaviors potentially adverse to the Company and its stakeholders, the Committee has reviewed the plans with the assistance of the Company's Chief Risk Officer and their results are reviewed by the Board to ensure that incentive plans for senior officers and others do not encourage excessive risk-taking.

The Company believes that its risk management activities and procedures provide sufficient information to management and the Board of Directors to assist them in properly and adequately evaluating the Company's compliance with its risk management programs and policies. There can be no assurance that the Board's risk oversight structure has identified and addressed every potential material risk and there may be additional risks that could arise in the Company's business. Both known and unknown risks could result in potentially material financial and/or business losses despite the Board's efforts to oversee risk.

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Committees

The Board of Directors has a standing Executive Committee, Audit Committee, Governance Committee, and Compensation and Human Resources Committee.

Executive Committee

The Bylaws of the Company provide that after each Annual Meeting of Shareholders, the Board shall designate from among its members an Executive Committee with the authority to exercise all the powers of the Board of Directors in regard to

ordinary operations of the business of the Company when the Board is not in session, subject to any specific vote of the Board. The Executive Committee for 2012 included directors Dodge, Colwell, Dudman, Murphy, Phillips, Shea, Toothaker, and Woodside. Mr. Dodge served as Chairperson. The Executive Committee held two (2) meetings in 2012.

Audit Committee

The members of the Audit Committee included directors Toothaker, Dudman, Fernald, Hannah, and Woodside. Mr. Toothaker served as Chairperson of the Committee. The Audit Committee met five (5) times during 2012. See **Appendix A** for a Report of the Audit Committee. The Audit Committee has a written charter, a copy of which is attached to this Proxy Statement and labeled **Appendix B**. The Audit Committee Charter may be viewed on the Company's general website under the Investor Relations section at www.BHBT.com.

The Company's Board has determined that the Audit Committee is composed of independent directors, in accordance with applicable NYSE MKT listing requirements and Rule 10A-3(b)(1) under the Exchange Act. The Audit Committee operates under a written charter, which has been adopted by the Audit Committee and the Company's Board. Audit Committee members do not accept any consulting, advisory, or other compensatory fees (except directors fees) and are not affiliated with the Company (except as a director) or any of its subsidiaries. The Board of Directors has determined that the Company has at least one audit committee financial expert serving on its Audit Committee. Mr. Scott G. Toothaker, CPA, meets the criteria for an audit committee financial expert and is independent within the meaning of the rules adopted by the NYSE MKT pursuant to the Sarbanes-Oxley Act of 2002.

The Audit Committee has the sole authority to appoint and replace the independent registered public accounting firm. The Audit Committee is responsible for the compensation and oversight of the independent registered public accounting firm and this firm reports directly to the Audit Committee. The Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to (i) the financial information to be provided to shareholders and the Commission; (ii) the review of quarterly financial statements; (iii) the system of financial reporting controls management has established; and (iv) the internal audit, external audit, and loan review processes.

Governance Committee

The Governance Committee for 2012 was comprised of directors Shea, Dodge, Colwell, Carter, and Lewis. The Governance Committee met four (4) times during 2012. Mrs. Shea served as Chairperson of the Committee. The Company Board of Directors has determined that each member of the Governance Committee is independent for purposes of NYSE MKT listing standards.

The Governance Committee's responsibilities include screening director candidates, recommending nominees to the full Board of Directors (including the slate of returning directors) to be elected each year, making recommendations concerning the size and composition of the Board of Directors, recommending Committee structure and membership, and sponsoring new director orientation and education. The Governance Committee has a written charter, which may be viewed on the Company's general website under the Investor Relations section at www.BHBT.com.

The Governance Committee expects to identify nominees to serve as directors of the Company primarily by accepting and considering the suggestions and nominee recommendations made by directors, management, and shareholders. To date the Governance Committee has not engaged any third parties to assist it in identifying candidates for the Board of Directors. The Governance Committee considers among other things the background, business and professional experience (including any requisite financial expertise or other special qualifications), current employment, community service, and other board service of its director-nominees, as well as racial, ethnic, and gender diversity of the Board as a whole. The Governance Committee generally considers a candidate's qualifications in light of these broad criteria as well as an assessment as to whether the candidate can make decisions on behalf of or while representing the Company in a manner consistent with its stated business goals and objectives. The Governance Committee will also consider the candidate's independent status in accordance with applicable regulations and listing standards. The Governance Committee will consider nominees recommended by shareholders. Any shareholder wishing to nominate a candidate for director must follow the procedures for submission of proposals set forth in the section of this Proxy Statement entitled "Nominations by Shareholders."

Compensation and Human Resources Committee

The Compensation and Human Resources Committee reviews and considers recommendations from management, consultants, and directors concerning executive compensation policies, employee benefit plans, and salary administration programs, including reviewing annually the performance, total compensation, and recommended

adjustments for all executive officers of the Company and its subsidiaries. The deliberations of the Compensation and Human Resources Committee are reported to the Board of Directors for review and approval by the independent board members. The Compensation and Human Resources Committee has a written charter, which may be viewed on the Company's general website under the Investor Relations section at www.BHBT.com.

The Compensation and Human Resources Committee is comprised of Company directors Phillips, Colwell, Dodge, Fernald and Smith. Mr. Phillips served as Chairperson of the Committee. The Company's and Bank's CEO, Mr. Murphy, served on the Committee in a non-voting, ex-officio capacity, as does the Bank's Senior Vice President of Human Resources, Mrs. Marsha C. Sawyer. All voting members of the Compensation and Human Resource Committee are independent for purposes of NYSE MKT listing standards. The Compensation and Human Resources Committee met eight (8) times in 2012.

Further information regarding the Compensation and Human Resources Committee can be found below in this Proxy Statement beginning under the caption "Role of the Compensation Committee." The Compensation Committee report appears at page 27 of this Proxy Statement.

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COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

In the paragraphs that follow, is an overview and analysis of the Company's compensation program and policies, the material compensation decisions made under those programs and policies with respect to its named executive officers, and the material factors considered in making those decisions. Later in this Proxy Statement under the heading, Executive Compensation is a series of tables containing specific information about the compensation earned or paid to the named executive officers, referred to as NEOs.

The discussion below is intended to aid understanding the detailed information provided in those tables and put that information into context within the overall compensation program.

Named Executive Officers

As used in this Proxy Statement, the term named executive officers or NEOs includes: (i) the Company's President and Chief Executive Officer, Joseph M. Murphy and Chief Financial Officer, Gerald Shencavitz, and (ii) the Company's three (3) other most highly compensated policy making, executive officers who earned more than \$100,000 in total compensation during the Company's last fiscal year. In 2012, the other three NEOs were Executive Vice Presidents: Michael W. Bonsey, Gregory W. Dalton and Stephen M. Leackfeldt.

Objectives of the Company's Compensation Program

The objective of the Company's compensation program is to attract, retain, motivate, and reward NEOs and other executives who contribute to its financial and operational success, which ultimately builds value for its shareholders. The Company Board of Directors believes that, in order to do this effectively, the program must:

Provide Company NEOs with total compensation opportunities at levels that are competitive for comparable positions at companies and banks with whom it competes for talent;

Directly link a significant portion of total compensation to the Company's achievement of performance goals in a way that proportionally rewards higher performance levels;

Provide upside opportunities for exceptional individual performance, which can result in differentiated compensation among NEOs based on performance; and

Closely align the NEOs' interest with those of Company shareholders by making stock-based incentives an element of the executive's compensation over time.

Role of the Compensation Committee

The Compensation and Human Resources Committee (the Committee) oversees regulatory compliance for all Company compensation and benefit plans and administers the Company's executive compensation programs. The Committee recommends these programs to the Company's Board of Directors for approval by its independent board members at least annually and more frequently, if circumstances warrant. These programs are intended to provide a variety of competitive compensation components including base salaries, traditional benefits, annual cash performance incentives, and retirement programs. In addition, the Company has sought to align the long-term interests of its executives, including the NEOs, with those of the shareholders by providing share-based incentives in the form of stock option grants or equity awards. The composition of the components may vary from year to year based on individual performance, the Company's business plan, market conditions, or other factors.

The Committee believes that the Company's compensation policies and procedures are designed to provide a strong link between each NEO's compensation and the Company's short and long-term performance. The objective of the Company's compensation program is to provide compensation which is competitive, variable based on the Company's performance, and aligned with the long-term interests of shareholders.

Vincent J. Amabile

John Tesoro

Chairman of the Board

Chief Executive Officer and President

Officers:

Howard F. Ward

Nicholas F. Galluccio

Robert S. Zuccaro

David Goldman

Tiffany Hayden

See above

See above

Chief Financial Officer

General Counsel

Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake
President of W. R. Blake & Sons, Inc.
196-20 Northern Boulevard
Flushing, NY 11358

Douglas G. DeVivo
DeVivo Asset Management Company LLC
P.O. Box 2048
Menlo Park, CA 94027

Marc J. Gabelli

Douglas R. Jamieson

President

Daniel R. Lee

William C. Mattison, Jr.

Salvatore F. Sodano

Officers:

Douglas R. Jamieson See above

Robert S. Zuccaro Chief Financial Officer

Diane M. LaPointe Controller

David M. Goldman General Counsel and Secretary

Joel Torrance Chief Compliance Officer

G.research, Inc.

Directors:

Irene Smolicz Senior Trader – G.research, Inc.

Daniel M. Miller Chairman

Cornelius V. McGinity President

Officers:

Daniel M. Miller See above

Cornelius V. McGinity See above

Bruce N. Alpert Vice President

Diane M. LaPointe Controller and Financial & Operations Principal

Douglas R. Jamieson Secretary

David M. Goldman Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli Chairman, Trustee & Chief Investment Officer

Elisa M. Wilson President

Marc J. Gabelli Trustee

Matthew R. Gabelli Trustee

Michael Gabelli Trustee

MJG-IV Limited Partnership

Officers:

 Mario J. Gabelli General Partner

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-PARK-OHIO HOLDINGS CORP.

GAMCO ASSET MANAGEMENT INC.

10/22/14	500-	48.2760
10/21/14	500-	49.0001
10/20/14	200-	47.8100
10/16/14	200	46.5900
10/07/14	200	45.8800
10/03/14	300	48.0100
10/01/14	300	46.4000
10/01/14	6,000-	*DO
9/30/14	200	48.0767
9/24/14	300	48.9800
9/23/14	600	49.6600
9/22/14	200	51.5100
9/17/14	200	53.2800
9/17/14	300-	54.2534
9/17/14	500-	53.6500
9/16/14	700-	54.3213
9/12/14	500-	56.0880
9/08/14	500-	57.3480
9/03/14	500-	58.8056
8/29/14	200	57.5800
8/28/14	1,000-	58.0316

GABELLI FUNDS, LLC.

GABELLI UTILITIES FUND

10/01/14	500	46.8580
9/15/14	500	55.6800

GABELLI SMALL CAP GROWTH FUND

10/27/14	500-	49.7360
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(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NASDAQ GLOBAL SELECT MARKET.

(2) PRICE EXCLUDES COMMISSION.

(*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.