BAR HARBOR BANKSHARES

Form 4

December 23, 2015

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Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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subject to Section 16. Form 4 or

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)

1. Name and Address of Reporting Person * SAWYER MARSHA C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BAR HARBOR BANKSHARES [BHB]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

Director X_ Officer (give title

10% Owner Other (specify

P O BOX 400, 82 MAIN STREET

(Street)

(Month/Day/Year) 12/22/2015

below)

below)

Senior Vice President

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transactionof Code Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva

Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acqu (A) o Dispo of (D	ired r osed) : 3, 4,					(Instr. 5
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ("RSUs")	<u>(1)</u>	12/22/2015		A(1)	627		(1)	<u>(1)</u>	Common Stock	627	\$ 0
Restricted Stock Units ("RSUs")	<u>(2)</u>	12/22/2015		A(2)	627		(2)	(2)	Common Stock	627	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

SAWYER MARSHA C P O BOX 400 82 MAIN STREET BAR HARBOR, ME 04609

Senior Vice President

Signatures

Marsha C. Sawyer 12/23/2015

**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).
- Represents a grant of Restricted Stock Units ("RSUs") that will be settled in shares of the issuer's common stock on a one-for-one basis.
- (1) These RSUs vest in three equal annual installments beginning April, 2017. At the time of vesting, sufficient shares of RSUs may be withheld to cover the executive's tax liabilities. All shares delivered at each vesting are subject to an additional three year holding period.
- Represents a grant of Restricted Stock Units ("RSUs") that will be settled in shares of the issuer's common stock on a one-for-one basis.

 (2) The RSUs vest in April, 2019. At the time of vesting, sufficient shares of RSUs may be withheld to cover the executive's tax liability. All shares delivered at the time of vesting will be subject to an additional three year holding period.

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.

Reporting Owners 2