

McIver William J.
Form 4
January 04, 2018

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 *
McIver William J.

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)
01/02/2018

____ Director
 Officer (give title below) _____ Other (specify below)
Executive 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) Code V Amount (D) Price			
Common Stock					2,942.841 ⁽¹⁾	D	
Common Stock					5,044	I	By the Supp Exec Retirement Plan
Common Stock					4,265.344 ⁽¹⁾	I	By 401(k) Plan

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

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SEC 1474
(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units (RSUs) ⁽²⁾	<u>(2)</u>	01/02/2018		A ⁽²⁾	1,504	04/23/2019	04/23/2021	Common Stock	1,504
Performance Stock Units (PSUs) ⁽³⁾	<u>(3)</u>	01/02/2018		A ⁽³⁾	1,504	04/23/2021	04/23/2021	Common Stock	1,504

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McIver William J. C/O BAR HARBOR BANKSHARES P.O. BOX 400, 82 MAIN STREET BAR HARBOR, ME 04609			Executive Vice President	

Signatures

/s/ Kimberly Pruett-Ilg, as Attorney-in-Fact
01/04/2018
**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) Share total has been updated to reflect shares acquired pursuant to dividend reinvestment plan.
- (2) 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. These RSUs will vest in three equal annual installments beginning in April 2019. At the time of vesting, sufficient shares may be

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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 Performance Stock Units (PSUs) that will be settled in shares of the issuer's common stock on a one-for-one basis.

- (3) These PSUs vest in April 2021. At the time of vesting, sufficient shares may be withheld to cover tax liabilities. All shares delivered at the time of vesting are 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.