

BAR HARBOR BANKSHARES

Form 4

April 25, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

BAR HARBOR, ME 04609

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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. 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price (2)			
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)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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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