

FIRST NATIONAL LINCOLN CORP /ME/
Form 4
August 11, 2005

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 *
VIETZE WALTER F

2. Issuer Name and Ticker or Trading Symbol
FIRST NATIONAL LINCOLN CORP /ME/ [FNLC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
PO BOX 940
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Sr. Operations Officer

DAMARISCOTTA, ME 04543
(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/29/2005 | | D | | 12,000 | D | \$ 17.78 |
| Common Stock | 07/29/2005 | | M | | 12,000 | A | \$ 2.75 |
| Common Stock | 07/29/2005 | | M | | 12,000 | A | \$ 3.42 |
| Common Stock | 07/29/2005 | | M | | 3,000 | A | \$ 6.08 |
| Common Stock | 07/29/2005 | | M | | 3,000 | A | \$ 6.17 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|--------|------------|---|--------------------------------------|
| Common Stock | 07/29/2005 | M | 3,000 | A | \$ 7.5 | 36,852 | D | |
| Common Stock | | | | | | 6,569.7709 | I | Through Employee Stock Purchase Plan |
| Common Stock | | | | | | 8,767.65 | I | Through 401(k) plan |

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

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(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 | Amount or Number of Shares |
| Employee Stock Option Right to buy | \$ 2.75 | 07/29/2005 | | M | 12,000 | <u>(1)</u> 01/11/2006 | Common Stock | 12,000 | |
| Employee Stock Option Right to buy | \$ 3.42 | 07/29/2005 | | M | 12,000 | <u>(3)</u> 01/16/2007 | Common Stock | 12,000 | |
| Employee Stock Option Right to buy | \$ 6.08 | 07/29/2005 | | M | 3,000 | <u>(4)</u> 01/28/2008 | Common Stock | 3,000 | |
| Employee Stock Option | \$ 7.5 | 07/29/2005 | | M | 3,000 | <u>(5)</u> 01/07/2009 | Common Stock | 3,000 | |

Right to
buy

Employee
Stock

| | | | | | | | | | |
|--------|---------|------------|--|---|-------|------------|------------|-----------------|-------|
| Option | \$ 6.17 | 07/29/2005 | | M | 3,000 | <u>(6)</u> | 12/30/2009 | Common Stock | 3,000 |
|--------|---------|------------|--|---|-------|------------|------------|-----------------|-------|

Right to
buy

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VIETZE WALTER F PO BOX 940 DAMARISCOTTA, ME 04543 | | | SVP - Sr. Operations Officer | |

Signatures

Walter F. Vietze 07/29/2005

 **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).
- (1) The options vested in two equal installments of January 11, 1998 and January 11, 2001
- (2) Reporting Exercising of options
- (3) The options vested in two equal installments of January 16, 1999 and January 16, 2002
- (4) The options vested in two equal installments of January 28, 2000 and January 27, 2003
- (5) The options vested in two equal installments of January 7, 2001 and January 7, 2004
- (6) The options vested in two equal installments of December 30, 2001 and December 29, 2004

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.