

BAR HARBOR BANKSHARES
Form 4
April 26, 2016

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 *
SAWYER MARSHA C

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)
120 OAK POINT RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

TRENTON, ME 04605
(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 04/25/2016 | | P | | 4.767 ⁽¹⁾ | A | \$ 0 7,202.459 | D |
| Common Stock | 04/25/2016 | | J | | 100.486 ⁽²⁾ | A | \$ 0 7,302.945 | D |
| Common Stock | 04/25/2016 | | M | | 162 | A | \$ 0 ⁽³⁾ 7,464.945 | D |
| Common Stock | 04/25/2016 | | M | | 730 | A | \$ 0 ⁽³⁾ 8,194.945 | D |
| Common Stock | 04/25/2016 | | F | | 519 ⁽⁶⁾ | D | \$ 0 7,675.945 | D |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit (RSUs) | \$ 0 ⁽⁴⁾ | 04/25/2016 | | M | 162 | 04/22/2016 04/22/2016 | Common Stock | 162 |
| Restricted Stock Unit (RSUs) | \$ 0 ⁽⁴⁾ | 04/25/2016 | | M | 730 | 04/22/2016 04/22/2016 | Common Stock | 730 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| SAWYER MARSHA C 120 OAK POINT RD TRENTON, ME 04605 | Director 10% Owner Officer Executive Vice President Other |

Signatures

Marsha C. Sawyer 04/26/2016

**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) These shares were acquired through the executive's participation in a dividend reinvestment plan.

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- (2) These shares were acquired through regularly scheduled salary deferral and dividend reinvestment in the Bar Harbor Bankshares 401(k) Plan f/b/o Marsha C. Sawyer.
- (3) Upon vesting, each restricted stock unit was converted into one share of BHB Common Stock.
- (4) Each restricted stock unit represents a contingent right to receive one share of BHB Common Stock.
- (5) The amount entered in Column 9 represents the number of restricted stock units remaining in the 2015 - 2017 Long Term Incentive Plan (Plan C) for this executive.
- (6) 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.

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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