

BAR HARBOR BANKSHARES

Form 4

April 28, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maltz Richard B

(Last) (First) (Middle)

PO 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)
09/23/2014

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)

Executive 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. 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)
Common Stock	04/22/2015		M ⁽⁶⁾	V Amount (A) or (D) Price 106 A \$ 0 (1)	106	D	

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

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information contained in this form are not
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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)**

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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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Restricted Stock Units	<u>(1)</u>	09/23/2014		A		350	<u>(1)</u>	09/22/2024	Common Stock
Performance Stock Units ("PSUs")	<u>(2)</u>	09/23/2014		A		424	04/23/2016 <u>(2)</u>	09/22/2024	Common Stock
Restricted Stock Units ("RSUs")	<u>(3)</u>	09/23/2014		A		741	<u>(3)</u>	09/22/2024	Common Stock
Performance Stock Units ("PSUs")	<u>(4)</u>	09/23/2014		A		741	07/22/2017 <u>(4)</u>	09/22/2024	Common Stock
Restricted Stock Units ("RSU's")	<u>(5)</u>	02/17/2015		A		1,070 <u>(5)</u>	<u>(5)</u>	02/16/2025	Common Stock
Restricted Stock Units ("RSUs")	<u>(1)</u>	04/22/2015		M <u>(6)</u>		106	<u>(6)</u>	09/22/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Maltz Richard B PO BOX 400 82 MAIN STREET BAR HARBOR, ME 04609	Executive Vice President

Signatures

Richard B.
Maltz

04/28/2015

**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) Represents a grant of Restricted Stock Units ("RSUs") (Plan A) that will be settled in shares of the issuer's common stock on a one-to-one basis. These RSUs will vest in two annual installments beginning April 22, 2015. At the time of vesting RSUs may be withheld to cover the executives tax liabilities. Shares delivered at each vesting are subject to an additional one year holding period.

(2) Represents a grant of Performance Stock Units ("PSUs") (Plan A) that will be settled in shares of the issuer's common stock on a one-to-one basis. These PSUs will vest in full on April 23, 2016. At the time of vesting PSUs may be withheld to cover the executives tax liabilities. Shares delivered at vesting are subject to an additional one year holding period.

(3) Represents a grant of Restricted Stock Units ("RSUs") (Plan B) that will be settled in shares of the issuer's common stock on a one-to-one basis. These RSUs will vest in three annual installments beginning July 23, 2015. At the time of vesting RSUs may be withheld to cover the executives tax liabilities. All shares delivered on each vesting date are subject to an additional one year holding period.

(4) Represents a grant of Performance Stock Units ("PSUs") (Plan B) that will be settled in shares of the issuer's common stock on a one-to-one basis. These PSUs will vest on July 22, 2017. At the time of vesting sufficient PSUs may be withheld to cover the executive's tax liabilities. All shares delivered at time of vesting are subject to an additional one year holding period.

(5) Represents a correction to the number of Restricted Stock Units ("RSUs") granted on 02/17/2015 from 996 shares as reported on 02/19/2015 to 1,070 (74 share increase). These shares will be settled in shares of the issuer's common stock on a one-for-one basis. These RSUs vest in three annual installments beginning April 23, 2016. At the time of vesting sufficient RSUs may be withheld to cover the executives tax liabilities. All shares delivered at each vesting are subject to an additional one year holding period.

(6) Represents the conversion upon vesting of restricted stock units into common stock. On September 23, 2014 the reporting person was granted 350 RSUs of which 106 vested on April 22, 2015.

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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