

BAR HARBOR BANKSHARES
Form 4
January 19, 2017

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)
01/17/2017

____ 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) | Price | | |
| Common Stock | | | | | 1,817 | D | |
| Common Stock | | | | | 5,578 | I | By 401(k) Plan |
| Common Stock | | | | | 3,016 | I | By the Supp Exec Retirement 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.

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) | 8. Price of Derivative Security (Instr. 5) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (RSUs) <u>(1)</u> | <u>(1)</u> | 01/17/2017 | | A ⁽¹⁾ | 930 | <u>(1)</u> | <u>(1)</u> | Common Stock | 930 <u>(1)</u> |
| Restricted Stock Units (RSUs) <u>(2)</u> | <u>(2)</u> | 01/17/2017 | | A ⁽²⁾ | 930 | <u>(2)</u> | <u>(2)</u> | Common Stock | 930 <u>(2)</u> |
| Restricted Stock Units (RSUs) <u>(3)</u> | <u>(3)</u> | 01/17/2017 | | A ⁽³⁾ | 619 | <u>(3)</u> | <u>(3)</u> | Common Stock | 619 <u>(3)</u> |
| Restricted Stock Units (RSUs) <u>(4)</u> | <u>(4)</u> | 01/17/2017 | | A ⁽⁴⁾ | 619 | <u>(4)</u> | <u>(4)</u> | Common Stock | 619 <u>(4)</u> |
| Restricted Stock Units (RSUs) <u>(5)</u> | <u>(5)</u> | 01/17/2017 | | A ⁽⁵⁾ | 309 | <u>(5)</u> | <u>(5)</u> | Common Stock | 309 <u>(5)</u> |
| Restricted Stock Units (RSUs) <u>(6)</u> | <u>(6)</u> | 01/17/2017 | | A ⁽⁶⁾ | 309 | <u>(6)</u> | <u>(6)</u> | Common Stock | 309 <u>(6)</u> |

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
01/19/2017

**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).
 - 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.
(1) These RSUs will vest in three equal annual installments beginning in April 2018. At the time of vesting, sufficient shares may be 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 Restricted Stock units (RSUs) that will be settled in shares of the issuer's common stock on a one-for-one basis.
(2) These RSUs vest in April 2020. At the time of vesting, sufficient shares may be withheld to cover the executive's tax liabilities. All shares delivered at the time of vesting are subject to an additional three year holding period.
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.
(3) These RSUs will vest in two equal annual installments beginning in April 2018. At the time of vesting, sufficient shares may be 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 Restricted Stock units (RSUs) that will be settled in shares of the issuer's common stock on a one-for-one basis.
(4) These RSUs vest in April 2019. At the time of vesting, sufficient shares may be withheld to cover the executive's tax liabilities. All shares delivered at the time of vesting are subject to an additional three year holding period.
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.
(5) These RSUs will vest in April 2018. At the time of vesting, sufficient shares may be 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 Restricted Stock Units (RSUs) that will be settled in shares of the issuer's common stock on a one-for-one basis.
(6) These RSUs will vest in April 2018. At the time of vesting, sufficient shares may be withheld to cover the executive's tax liabilities. All shares delivered at each 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.