

SAWYER MARSHA C

Form 4

July 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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/24/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
BAR HARBOR, ME 04609

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Common<br>Stock                       | 07/24/2017                              |                                                             | M                                       |                                                                            | 252 A \$ 0<br>(1)                                                                                                  | 12,462.69                                                            | D                                                                 |
| Common<br>Stock                       | 07/24/2017                              |                                                             | M                                       |                                                                            | 1,064 A \$ 0<br>(1)                                                                                                | 13,526.69                                                            | D                                                                 |
| Common<br>Stock                       | 07/24/2017                              |                                                             | F                                       |                                                                            | 465 (2) D \$<br>29.1                                                                                               | 13,061.69                                                            | 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)

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

**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. 3) |                            |    |
|------------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------------------------------------|----------------------------|----|
|                                                                        |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                      | Amount or Number of Shares |    |
| Restricted Stock Units (RSUs) 2014 - 2016 Plan (Plan B) <sup>(3)</sup> | \$ 0 <sup>(4)</sup>                                    | 07/24/2017                           |                                                    | M                              |                                                                                         | 252                                                      |     | <sup>(5)</sup>                                                | <sup>(5)</sup>  | Common Stock                               | 252                        | \$ |
| Restricted Stock Units (RSUs) 2014 - 2016 Plan (Plan B) <sup>(6)</sup> | \$ 0 <sup>(4)</sup>                                    | 07/24/2017                           |                                                    | M                              |                                                                                         | 1,064                                                    |     | <sup>(7)</sup>                                                | <sup>(7)</sup>  | Common Stock                               | 1,064                      | \$ |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships                    |
|------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                      | Director 10% Owner Officer Other |
| SAWYER MARSHA C<br>C/O BAR HARBOR BANKSHARES<br>P.O. BOX 400, 82 MAIN STREET<br>BAR HARBOR, ME 04609 | Executive Vice President         |

## Signatures

/s/Kimberly Pruett Ilg, as  
attorney-in-fact

07/25/2017

\_\_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) Upon vesting, each restricted stock unit was converted into one share of BHB Common Stock based on the closing price of July 21, 2017, the last trading day before the vesting date.
- (2) 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.
- (3) Represents the number of time-vested Restricted Stock Units remaining for the 2014-2016 Long Term Incentive Plan (Plan B).
- (4) Each restricted stock unit represents a contingent right to receive one share of BHB Common Stock.
- (5) On July 22, 2014, the reporting person was granted 754 time-based Restricted Stock Units, vesting in three equal installments beginning on the first anniversary of the grant date.
- (6) Represents the number of performance-vested Restricted Stock Units remaining for the 2014-2016 Long Term Incentive Plan (Plan B).
- (7) These Restricted Stock Units were granted on July 22, 2014, to vest in full on the third anniversary of the grant date.

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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