

DALTON GREGORY W
Form 4
January 04, 2018

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 *
DALTON GREGORY W

(Last) (First) (Middle)

**C/O BAR HARBOR
BANKSHARES, P.O. 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)
01/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 4,515 | D | |
| Common Stock | | | | | 9,305.428 ⁽¹⁾ | I | By 401(k) Plan |

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

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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 |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units (RSUs) ⁽²⁾ | <u>(2)</u> | 01/02/2018 | | A ⁽²⁾ | 1,099 | 04/23/2019 04/23/2021 | Common Stock | 1,099 |
| Performance Stock Units (PSUs) ⁽³⁾ | <u>(3)</u> | 01/02/2018 | | A ⁽³⁾ | 1,099 | 04/23/2021 04/23/2021 | Common Stock | 1,099 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DALTON GREGORY W 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 01/04/2018

**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 previously inadvertently reported as directly held.

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 will vest in three equal annual installments beginning in April 2019. 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 Performance Stock Units (PSUs) that will be settled in shares of the issuer's common stock on a one-for-one basis.

(3) These PSUs vest in April 2021. At the time of vesting, sufficient shares may be withheld to cover tax liabilities. All shares delivered at the time of 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.

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