

BAR HARBOR BANKSHARES
Form 4
July 24, 2014

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

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)
82 MAIN STREET PO BOX 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2014

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

BAR HARBOR, ME 04609-0400

(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 | 07/22/2014 | | J(1) | | 1,617.861 | A | \$ 0 5,730.464 | D |
| Common Stock | 07/22/2014 | | J(2) | | 28 | A | \$ 0 5,758.464 | D |
| Common Stock | 07/22/2014 | | J(3) | | 274 | A | \$ 0 6,032.464 | D |
| Common Stock | 07/22/2014 | | J(4) | | 150.143 | A | \$ 0 6,182.607 | 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 required to respond unless the form displays a currently valid OMB control number.

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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. Price or Value of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (5) | 07/22/2014 | | A | 854 | (5) | (5) | Common Stock | 854 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DALTON GREGORY W 82 MAIN STREET PO BOX 400 BAR HARBOR, ME 04609-0400 | | | Executive Vice President | |

Signatures

Gregory W. Dalton 07/24/2014

**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 an increase in shares held in the Bar Harbor Bankshares 401(k) Plan f/b/o of Gregory Dalton as a result of the three-for-two stock split paid on 05/19/2014
- (2) Represents in increase in restricted shares owned as a result of the three-for-two stock split payable on 05/19/2014.
- (3) Represents an increase in restricted stock units ("RSUs") owned as a result of the three-for-two stock split paid on May 19, 2014.
- (4)

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Represents shares acquired through regularly scheduled salary deferral and dividend reinvestment into the Bar Harbor Bankshares 401(k) Plan f/b/o Gregory Dalton.

- (5) 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. The RSUs vest in three equal annual installments beginning July 2015. At the time of vesting sufficient shares of restricted stock units may be withheld to cover the executive's tax liabilities. All shares delivered at each vesting date are subject to an additional one 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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