

BAR HARBOR BANKSHARES
Form 4
November 23, 2015

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 *
PRATT JOSEPH M

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)
11/19/2015

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

PO BOX 400, 82 MAIN STREET

President BHTS

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 8) | | | | | (Instr. 9) | |
|---------------------------------|------------------------------|------------------|------------------|---|------------|-----|------------------|-----------------|--------------|----------------------------|------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units ("RSUs") | <u>(1)</u> | 11/19/2015 | A | | 42 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 42 | \$ 0 |
| Restricted Stock Units ("RSUs") | <u>(2)</u> | 11/19/2015 | A ⁽²⁾ | | 42 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 42 | \$ 0 |
| Restricted Stock Units ("RSUs") | <u>(3)</u> | 11/19/2015 | A ⁽³⁾ | | 209 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 209 | \$ 0 |
| Restricted Stock Units ("RSUs") | <u>(4)</u> | 11/19/2015 | A ⁽⁴⁾ | | 209 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 209 | \$ 0 |
| Restricted Stock Units ("RSUs") | <u>(5)</u> | 11/19/2015 | A ⁽⁵⁾ | | 376 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 376 | \$ 0 |
| Restricted Stock Units ("RSUs") | <u>(6)</u> | 11/19/2015 | A ⁽⁶⁾ | | 376 | | <u>(6)</u> | <u>(6)</u> | Common Stock | 376 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRATT JOSEPH M PO BOX 400 82 MAIN STREET BAR HARBOR, ME 04609 | | | President BHTS | |

Signatures

Joseph M. Pratt

11/23/2015

**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).

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 vest in April 2016. At the time of vesting sufficient shares of RSUs 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.

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 2016. At the time of vesting sufficient shares of RSUs 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.

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 vest as follows: 42 shares in July 2016 and 167 shares in July 2017. At the time of vesting sufficient shares of RSUs may be withheld to cover the executive's tax liabilities. All shares delivered at each vesting are subject to an additional one 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 July 2017. At the time of vesting sufficient shares of RSUs 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.

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 vest as follows: 42 shares in April 2016, 167 shares in April 2017 and 167 shares in April 2018. At the time of vesting sufficient RSUs may be withheld to cover the executive's tax liabilities. All shares delivered at each vesting are subject to an additional one 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 vest in April 2018. At the time of vesting sufficient shares of RSUs may be withheld to cover the executive's tax liabilities. All shares delivered at the time of vesting 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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