

CAMDEN NATIONAL CORP
 Form 4
 November 14, 2016

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 *
 Nightingale Timothy P

2. Issuer Name and Ticker or Trading Symbol
 CAMDEN NATIONAL CORP
 [CAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2016

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

2 ELM STREET / PO BOX 310

(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

CAMDEN, ME US 04843

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/10/2016 | | M | 3,750 (1) A 16.31 (1) | \$ 38,067.969 (1) | D | |
| Common Stock | 11/10/2016 | | M | 3,000 (1) A 29.67 (1) | \$ 41,067.969 (1) | D | |
| Common Stock | 11/10/2016 | | F | 4,192 D 35.83 | \$ 36,875.969 | D | |
| Common Stock | 11/10/2016 | | F | 218 D 35.83 | \$ 36,657.969 | D | |
| | 11/10/2016 | | P | 232.35 A \$ 0 | | D | |

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Common Stock 36,890.319
(2)

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 16.31 | 11/10/2016 | | M | 3,750 | 02/25/2014 02/24/2019 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 29.67 | 11/10/2016 | | M | 3,000 | 02/12/2012 02/12/2017 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nightingale Timothy P 2 ELM STREET / PO BOX 310 CAMDEN, ME US 04843 | | | EVP | |

Signatures

Michael R. Archer, POA 11/14/2016
Date

__Signature of Reporting
Person

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) The price and amount of shares beneficially owned were adjusted proportionately as a result of the Company's 3-for-2 stock split effective 9/30/2016.
- (2) Total amount beneficially owned reflects 232.35 shares acquired since last filing as a result of participation in the Company's dividend reinvestment program.

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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