

DALTON GREGORY W
Form 4
July 25, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

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

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

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

(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 (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	07/24/2017		M	428 A	\$ 0 (1)	13,760	D
Common Stock	07/24/2017		M	1,806 A	\$ 0 (1)	15,566	D
Common Stock	07/24/2017		F	796 (2) D	\$ 29.1	14,770	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. Pr Deriv Secur (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSUs) 2014 - 2016 Plan (Plan B) <u>(3)</u>	\$ 0 <u>(4)</u>	07/24/2017		M	428	<u>(5)</u>	<u>(5)</u>	Common Stock	428
Restricted Stock Units (RSUs) 2014 - 2016 Plan (Plan B) <u>(6)</u>	\$ 0 <u>(4)</u>	07/24/2017		M	1,806	<u>(7)</u>	<u>(7)</u>	Common Stock	1,806

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

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 1,281 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.