

Land John W.
Form 4
March 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Land John 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, P.O. BOX 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2018

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

BAR HARBOR, ME 04609

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

(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) | Code | V | Amount | (D) | Price |

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

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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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|

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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) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------|------------------------------|------------------|------------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | | | | | | |
| Restricted Stock Units (RSUs) | <u>(1)</u> | 02/26/2018 | A ⁽¹⁾ | 241 | | | | | 04/23/2019 | 04/23/2019 | Common Stock | 241 |
| Performance Stock Units (PSUs) | <u>(2)</u> | 02/26/2018 | A ⁽²⁾ | 241 | | | | | 04/23/2019 | 04/23/2019 | Common Stock | 241 |
| Restricted Stock Units (RSUs) | <u>(3)</u> | 02/26/2018 | A ⁽³⁾ | 530 | | | | | 04/23/2019 | 04/23/2020 | Common Stock | 530 |
| Performance Stock Units (PSUs) | <u>(4)</u> | 02/26/2018 | A ⁽⁴⁾ | 530 | | | | | 04/23/2020 | 04/23/2020 | Common Stock | 530 |
| Restricted Stock Units (RSUs) | <u>(5)</u> | 02/26/2018 | A ⁽⁵⁾ | 820 | | | | | 04/23/2019 | 04/23/2021 | Common Stock | 820 |
| Performance Stock Units (PSUs) | <u>(6)</u> | 02/26/2018 | A ⁽⁶⁾ | 820 | | | | | 04/23/2021 | 04/23/2021 | Common Stock | 820 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Land John W. 82 MAIN STREET P.O. BOX 400 BAR HARBOR, ME 04609 | | | Executive Vice President | |

Signatures

/s/Kimberly Pruett Ilg, as attorney-in-fact

03/05/2018

**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) Represents a grant of time-vested Restricted Stock Units (RSUs) that will be settled in shares of the issuer's common stock on a one-for-one basis. These RSUs vest 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.

(2) 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. These PSUs vest in April 2019. 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.

(3) 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. These RSUs will vest in two 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.

(4) 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. These PSUs vest in April 2020. 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.

(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. These RSUs will vest in three 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.

(6) 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. 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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