

McIver William J.
Form 4
April 25, 2018

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 *
McIver William J.

2. Issuer Name and Ticker or Trading Symbol
BAR HARBOR BANKSHARES [BHB]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

(Last) (First) (Middle)
C/O BAR HARBOR BANKSHARES, P.O. BOX 400, 82 MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2018

(Street)
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) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 04/23/2018 | | M | 463 A | \$ 0 (1) | 2,324.431 | D |
| Common Stock | 04/23/2018 | | M | 465 A | \$ 0 (1) | 2,789.431 | D |
| Common Stock | 04/23/2018 | | M | 465 A | \$ 0 (1) | 3,254.431 | D |
| Common Stock | 04/23/2018 | | M | 648 A | \$ 0 (1) | 3,902.431 | D |
| | 04/23/2018 | | F | 561 (2) D | \$ 0 | 3,341.431 | D |

Common
Stock

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 (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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units (RSUs) 2015 - 2017 | \$ 0 ⁽³⁾ | 04/23/2018 | | M | 463 | 04/23/2018 04/23/2018 | Common Stock | 463 | |
| Restricted Stock Units (RSUs) 2016 - 2018 | \$ 0 ⁽³⁾ | 04/23/2018 | | M | 465 | 04/23/2018 04/23/2019 | Common Stock | 465 | |
| Restricted Stock Units (RSUs) 2017 - 2019 | \$ 0 ⁽³⁾ | 04/23/2018 | | M | 465 | 04/23/2018 04/23/2020 | Common Stock | 465 | |
| Performance Stock Units (PSUs) | \$ 0 ⁽³⁾ | 04/23/2018 | | M | 648 | 04/23/2018 04/23/2018 | Common Stock | 648 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| McIver William J. | Executive Vice President |

C/O BAR HARBOR BANKSHARES
P.O. BOX 400, 82 MAIN STREET
BAR HARBOR, ME 04609

Signatures

/s/ Kimberly Pruett-Ilg, as
Attorney-in-Fact

04/25/2018

__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) Upon vesting, each restricted stock unit was converted into one share of BHB Common Stock.
- (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) Each restricted stock unit represents a contingent right to receive one share of BHB Common Stock.
- (4) Represents the number of restricted stock units remaining in the 2016-2018 Long Term Incentive Plan for this executive.
- (5) Represents the number of restricted stock units remaining in the 2017-2019 Long Term Incentive Plan for this executive.

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.