

Iannelli Josephine
Form 4
April 25, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Iannelli Josephine

(Last) (First) (Middle)

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

(Street)

BAR HARBOR, ME 04609

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/23/2019		M		652	A	\$ 0 ⁽¹⁾	3,487	D	
Common Stock	04/23/2019		M		550	A	\$ 0 ⁽¹⁾	4,037	D	
Common Stock	04/23/2019		M		722	A	\$ 0 ⁽¹⁾	4,759	D	
Common Stock	04/23/2019		M		1,669	A	\$ 0 ⁽²⁾	6,428	D	
	04/23/2019		F			D		5,372	D	

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Common	1,056	\$
Stock	<u>(3)</u>	26.25

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSUs) 2016 - 2018	\$ 0 ⁽⁴⁾	04/23/2019		M		652		04/23/2017	04/23/2019	Common Stock	652
Restricted Stock Units (RSUs) 2017 - 2019	\$ 0 ⁽⁴⁾	04/23/2019		M		550		04/23/2018	04/23/2020	Common Stock	550
Restricted Stock Units (RSUs) 2018 - 2020	\$ 0 ⁽⁴⁾	04/23/2019		M		722		04/23/2019	04/23/2021	Common Stock	722
Performance Stock Units (PSUs)	\$ 0 ⁽⁷⁾	04/23/2019		M		1,669		04/23/2019	04/23/2019	Common Stock	1,669

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Iannelli Josephine C/O BAR HARBOR BANKSHARES	EVP, CFO & Treasurer

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

Signatures

/s/ Olivia Erickson, as
attorney-in-fact

04/25/2019

__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) Upon vesting, each performance stock unit was converted into one share of BHB Common Stock.
- (3) These shares were withheld to satisfy the executive's tax liability associated with the vesting of restricted and performance stock units. This was not an open market sale of securities.
- (4) Each restricted stock unit represents a contingent right to receive one share of BHB Common Stock.
- (5) Represents the number of restricted stock units remaining in the 2017-2019 Long Term Incentive Plan for this executive.
- (6) Represents the number of restricted stock units remaining in the 2018-2020 Long Term Incentive Plan for this executive.
- (7) Each performance stock unit represents a contingent right to receive one share of BHB Common Stock.

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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