

TILLEY JAMES
Form 4
September 22, 2005

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 *
TILLEY JAMES

(Last) (First) (Middle)

81 RUTLAND STREET

(Street)

BUFFALO, NY 14220

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

EVANS BANCORP INC [EVBN]

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

09/20/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock (\$0.50 par value) | | | | | 2,066.5368 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | |
| Common Stock (\$0.50 par value) | | | | | 108 <u>(4)</u> | I | By Wife |
| Common Stock (\$0.50 par value) | | | | | 14.3248 <u>(5)</u> <u>(6)</u> | I | ITF Grandson |

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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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Incentive Stock Option (Right to Buy) | \$ 22 | 09/20/2005 | | A | 2,500 | (7) 09/19/2015 | Common Stock | 2,500 |
| Employee Incentive Stock Option (Right to Buy) | \$ 20.25 (8) | | | | | (9) 04/18/2013 | Common Stock | 2,750 (10) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TILLEY JAMES 81 RUTLAND STREET BUFFALO, NY 14220 | X | | President and CEO | |

Signatures

Michelle Baumgarden, Attorney in Fact for James Tilley 09/22/2005

__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) On December 30, 2004, the issuer distributed a 5% stock dividend payable to all holders of record of common stock on December 9, 2004. As a result, the listed owner received 68.777327 additional shares of common stock.
- (2) This number reflects shares acquired through the Employee Stock Purchase Plan as follows: 250 shares July 2, 2004; 283 shares January 5, 2005; 307 shares July 1, 2005.
- (3) This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 26.723346 shares in 2004; 18.212936 shares in April 2005.
- (4) On December 30, 2004, the issuer distributed a 5% stock dividend payable to all holders of record of common stock on December 9, 2004. As a result, the listed owner received 5 additional shares of common stock.
- (5) On December 30, 2004, the issuer distributed a 5% stock dividend payable to all holders of record of common stock on December 9, 2004. As a result, the listed owner received 0.101501 additional shares of common stock.
- (6) This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 0.383622 shares in 2004; 0.193249 shares in April 2005.
- (7) The Options shall be exercisable according to the following schedule: 50% of the shares of Common Stock subject to the Option - 1st year after the Date of Grant; and 50% of the shares of Common Stock subject to the Option - 18 months after the Date of Grant and thereafter.
- (8) This Option price was previously reported as an Option for 2,500 shares of Common Stock at an exercise price of \$22.28 per share, but was adjusted to reflect the 5% stock dividend declared by Evans Bancorp, Inc. on November 16, 2004, payable on December 30, 2004 to shareholders of record on December 9, 2004. As a result of the stock dividend, pursuant to the anti-dilution provisions of Evans Bancorp, Inc.'s 1999 Stock Option and Long-Term Incentive Plan, the option entitled the reporting person to receive, upon exercise, 250 additional shares of Common Stock for no additional consideration. Also as a result of the 5% stock dividend, the exercise price of the option is adjusted from \$22.28 per share to \$20.25 per share.
- (9) The Options shall be exercisable according to the following schedule: 50% of the shares of Common Stock subject to the Option - 1st year after the Date of Grant; and 50% of the shares of Common Stock subject to the Option - 2nd year after the Date of Grant and thereafter.
- (10) This Option was previously reported as an Option for 2500 shares of Common Stock at an exercise price of \$22.28 per share, but was adjusted to reflect the 5% stock dividend declared by Evans Bancorp, Inc. on November 16, 2004, payable on December 30, 2004 to shareholders of record on December 9, 2004. As a result of the stock dividend, pursuant to the anti-dilution provisions of Evans Bancorp, Inc.'s 1999 Stock Option and Long-Term Incentive Plan, the Option entitled the reporting person to receive, upon exercise, 250 additional shares of common stock for no additional consideration.
- (11) This number is reflected in Section 9 (Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)) for Employee Incentive Stock Option (Right to Buy) reported as transaction date 09/20/2005.

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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