

Iannelli Josephine
Form 4
April 25, 2019

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 *
Iannelli Josephine

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)
EVP, CFO & Treasurer

(Last) (First) (Middle)

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

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

(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		
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 Stock 1,056 \$
(3) 26.25

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

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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
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. 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.