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FIRST NATIONAL LINCOLN CORP /ME/

Form 8-K

October 28, 2004

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

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): October 28, 2004

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FIRST NATIONAL LINCOLN CORPORATION  
(Exact name of Registrant as specified in charter)

MAINE  
(State or other jurisdiction of incorporation)

0-26589                                      01-0404322  
(Commission file number)      (IRS employer identification no.)

Main Street, Damariscotta, Maine                      04853  
(Address of principal executive offices)      (Zip Code)

(207) 563-3195  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- [X] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - [ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - [ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))
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Item 8.01 Other Events.

On October 28, 2004, the Registrant mailed to shareholders its regular brochure containing a summary of financial results for the third quarter of 2004, filed herewith as Exhibit 99.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

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The following Exhibits are being furnished herewith:

99.1 Registrant's brochure containing financial results  
for the third quarter of 2004, dated October 29, 2004.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST NATIONAL LINCOLN CORPORATION

By: /s/ F. STEPHEN WARD

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F. Stephen Ward  
Treasurer and Chief Financial Officer

Dated: October 28, 2004

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Exhibit Index

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Exhibit

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Number  
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Description of Exhibit  
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99.1

Registrant's brochure containing financial results  
for the third quarter of 2004, dated October 29, 2004.