

BAR HARBOR BANKSHARES  
Form 4  
November 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Caras Matthew L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

82 MAIN STREET, PO BOX 400

(Street)

BAR HARBOR, ME 04609

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
11/19/2014

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

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

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)	Amount (D) Price		
Common Stock	11/19/2014		A <sup>(1)</sup>	265 A	\$ 0 4,421	D	

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)**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caras Matthew L 82 MAIN STREET PO BOX 400 BAR HARBOR, ME 04609	X			

## Signatures

Matthew L. Caras	11/20/2014
**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) Represents a grant of restricted stock. These shares are subject to a restriction on transfer that will lapse three months following Mr. Caras's service to the Issuer's Board of Directors.

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. ="vertical-align:bottom;">

—  
  
224,293,471

Common collective trust fund  
—

31,441,744

—

31,441,744

Common stock

13,178,152

—

—

13,178,152

Total investments

\$

237,471,623

\$

31,441,744

\$

—

\$

268,913,367

As of December 31, 2013, the Plan's investments measured at fair value were as follows:

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Mutual funds:				
Balanced funds	\$ 95,645,265	\$ —	\$ —	\$95,645,265
Growth funds	71,408,349	—	—	71,408,349
Fixed income funds	13,102,221	—	—	13,102,221
International funds	11,948,343	—	—	11,948,343
Value funds	11,527,238	—	—	11,527,238
Index funds	8,433,865	—	—	8,433,865
Total mutual funds	212,065,281	—	—	212,065,281
Common collective trust fund	—	32,849,135	—	32,849,135
Common stock	14,151,703	—	—	14,151,703

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Total investments	\$ 226,216,984	\$ 32,849,135	\$ —	\$259,066,119
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There were no transfers of Plan investments between Levels 1 and 2 during 2014 or 2013.

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## Note 4—Investments

The following presents investments that represent 5% or more of the Plan's assets available for benefits as of December 31, 2014 and 2013:

Description	December 31,	
	2014	2013
Mutual funds:		
Fidelity Contrafund K	\$58,617,327	\$58,697,402
Fidelity Freedom K 2025	19,989,067	18,673,978
Fidelity Freedom K 2020	17,051,021	16,108,058
Fidelity Freedom K 2030	16,612,877	15,429,679
Common collective trust fund:		
Wells Fargo Value Fund M	31,441,744	32,849,135
Common stock:		
Owens & Minor, Inc.	N/A	14,151,703

During 2014 and 2013, the Plan's investments (including investments bought, sold, as well as held during these years) appreciated (depreciated) in value as follows:

	Year Ended December 31,	
	2014	2013
Mutual funds	\$(3,598,848)	) \$30,761,521
Common stock	(570,785)	) 3,101,767
Common collective trust fund	307,401	) 370,344
Net appreciation (depreciation) in value of investments	\$(3,862,232)	) \$34,233,632

## Note 5—Investment in Common Collective Trust Fund

The Plan invests in common collective trust funds, which seek to provide stable income without principal volatility. As described in Note 2, the common collective trusts invest in fully benefit-responsive investments for which contract value is the relevant measurement attribute. Contract value, as reported to the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value without restrictions.

At December 31, 2014 and 2013, the Plan's common collective trust fund consisted solely of the Wells Fargo Stable Return Fund M (WFSV-M). All of the assets of the WFSV-M fund were invested in the Wells Fargo Stable Return Fund G (WFSV-G), a collective trust fund which primarily invests directly in fully-benefit responsive investment contracts, including guaranteed investment contracts (GICs) and security-backed contracts (synthetic GICs) issued by insurance companies and financial institutions.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based upon a formula agreed upon with the issuer and can be influenced by the current market value, contract value, yield to maturity, and duration of the underlying assets but will not be less than zero percent. Such crediting rates are reset on a quarterly basis.

Certain events limit the ability of the WFSV-G to transact at contract value. Such events include the following: (1) changes to the participating plans' competing investment options, (2) material amendments to the WFSV-G's structure or administration, (3) complete or partial termination of the WFSV-G fund, (4) the failure of the WFSV-G fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, (5) the redemption of all or a portion of the interests held in the WFSV-G fund held by a participating plan sponsor, (6) any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, and (7) the delivery of any communication to plan participants designed to influence a participant not to invest. The Plan Administrator does not believe that the occurrence of any of these events which would limit the Plan's ability to transact at contract value with participants is probable of occurring.

Synthetic GICs contain termination provisions allowing the WFSV-G or contract issuer to terminate with notice, at any time at fair value, and provides for automatic termination of the contract if the contract value or the underlying fair value of the portfolio equals zero. The contract issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

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Average yields for the common collective trust funds for 2014 and 2013 were as follows:

	Year Ended December 31,			
	2014		2013	
Based on actual earnings	1.40	%	1.36	%
Based on interest rate credited to participants	1.64	%	1.52	%

### Note 6—Risks and Uncertainties

The Plan's investments, in general, are exposed to various risks, such as interest rate, credit, and market risks. In addition, due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across 26 participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments, with the exception of the Owens & Minor, Inc. common stock.

### Note 7—Federal Income Taxes

In a determination letter dated October 8, 2009, the Internal Revenue Service (IRS) has ruled that the Plan and related trust are designed in accordance with Sections 401(a) and 401(k) of the IRC and are exempt from taxation under the provisions of Section 501(a).

Under present federal income tax laws and regulations, participants are not taxed on employer contributions allocated to their accounts, on investment earnings on such contributions, or on investment earnings on their own contributions at the time such contributions and investment earnings are received by the Trustee of the Plan, but they may be subject to tax thereon at such time as they receive actual distributions from the Plan. Under normal circumstances, the Plan will not be taxed on dividend and interest income, any capital gains realized, or any unrealized appreciation in the value of investments.

GAAP requires plan management to recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by applicable taxing authorities. The Employer believes that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. There are currently no audits for any tax periods in progress.

### Note 8—Related Party Transactions

The Plan invests in Owens & Minor, Inc. common stock. At December 31, 2014 and 2013, the Plan held 375,292 and 387,041 shares of Owens & Minor, Inc. common stock, with fair values of \$13,178,152 or \$35.11 per share and \$14,151,703 or \$36.56 per share, respectively. During 2014 and 2013, the Plan purchased 56,826 and 52,267 shares and sold 68,574 and 54,803 shares, respectively.

Certain Plan investments are mutual funds managed by Fidelity. As defined by the Plan, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services amounted to \$72,585 and \$73,410 for the years ended December 31, 2014 and 2013, respectively.

Effective January 1, 2014, a Revenues Credit Account (described below) was established for the Plan. Certain revenue sharing payments received by Fidelity from the Plan's investments are deposited into a suspense account in the Plan, which are used to pay on-going administrative expenses of the Plan in accordance with ERISA and guidance issued by the U.S. Department of Labor ("DOL Guidance"). The Plan received \$94,005 in revenue sharing payments for the year ended December 31, 2014, which was used to offset administrative expenses incurred by the Plan.

### Note 9—Reconciliation to Form 5500

Assets available for benefits in the Form 5500 for the Plan include a reduction in assets for deemed distributions of certain participant loans. The accompanying financial statements do not include the reduction in assets for deemed distributions as the participants to which the deemed distributions relate continue to retain their assets within the Plan.

Explanation of Responses:





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The following reconciles assets available for benefits and net increase in assets available for benefits from the Form 5500 to the Plan's financial statements:

	December 31,	
	2014	2013
Assets available for benefits per Form 5500	\$281,672,141	\$271,858,383
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(434,107 )	(261,066 )
Cumulative deemed distributions	111,990	92,618
Assets available for benefits per statements of assets available for benefits	\$281,350,024	\$271,689,935

	Year Ended December 31,	
	2014	2013
Net increase in assets available for benefits per Form 5500	\$9,813,758	\$46,625,968
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(173,041 )	681,987
Change in the amount of deemed distributions	19,372	1,954
Net increase in assets available for benefits per statements of changes in assets available for benefits	\$9,660,089	\$47,309,909

Note 9—Subsequent Events

On October 1, 2014, Owens & Minor, Inc. acquired Medical Action Industries, Inc. Effective January 1, 2015, the Plan was amended to reflect the merger of Medical Action Industries, Inc. 401(k) Plan into the Plan and is otherwise subject to the terms and conditions set forth in the Plan. On January 1, 2015, The Medical Action Industries, Inc. Plan contributed \$31,227,074 in assets to the Plan.

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Owens & Minor

401(k) SAVINGS AND RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

Identity of issue, borrower, lessor, or similar party	Description of investment, including rate of interest, collateral, par, or maturity value (face amount, number of shares, or units)	Current Value
*Common stock – Owens & Minor, Inc.	375,292 shares of common stock	\$ 13,178,152
Mutual funds:		
*Fidelity	598,747 units of Contrafund K	58,617,327
*Fidelity	1,345,159 units of Freedom K 2025	19,989,067
*Fidelity	1,197,403 units of Freedom K 2020	17,051,021
*Fidelity	1,095,114 units of Freedom K 2030	16,612,877
Metropolitan West	1,332,544 units of Total Return Bond P	13,698,557
*Fidelity	831,639 units of Freedom K 2035	12,981,896
MFS	341,195 units of International Value R4	11,307,214
*Fidelity	717,888 units of Freedom K 2040	11,234,946
Morgan Stanley	263,393 units of Mid Cap Growth I	10,361,871
*Fidelity	137,637 units of Spartan 500 Index	10,028,226
*Fidelity	570,746 units of Freedom K 2015	7,762,147
*Fidelity	394,650 units of Freedom K 2045	6,338,081
T. Rowe Price	169,293 units of T. Rowe Price Equity Income	5,552,813
*Fidelity	340,423 units of Freedom K 2050	5,504,641
Victory	137,090 units of Small Company Opportunity I	5,410,956
*Fidelity	223,352 units of Freedom K 2010	2,948,252
John Hancock	147,533 units of Disciplined Value Mid Cap I	2,946,248
*Fidelity	166,903 units of Freedom K 2055	1,986,146
*Fidelity	107,876 units of Freedom K Income	1,277,254
Prudential	45,933 units of Small Company Z	1,226,876
Oppenheimer	32,875 units of Developing Markets Y	1,152,596
*Fidelity	20,173 units of Freedom K 2005	261,647
Vanguard	3,938 units of Total Bond Market Index ADM	42,812
*Fidelity	0 units of Freedom K 2060	—
Common collective trust fund:		
Wells Fargo	643,445 units of Stable Value Fund M	31,441,744
*Notes receivable from participants	Notes receivable, interest rates ranging from 4.25% – 10.75% with maturities from 2014 to 2029	9,517,573
		\$ 278,430,940

\*Party-in-interest

Note: All the Plan's investment choices are participant directed; therefore, cost information has not been presented. See accompanying report of independent registered public accounting firm.

Explanation of Responses:



Form 11-K  
Exhibit Index

Exhibit Description

23 Consent of Independent Registered Public Accounting Firm

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SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the administrators of the employee benefit plan have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Owens & Minor 401(k) Savings and Retirement Plan

June 29, 2015

/s/ Erika T. Davis

Erika T. Davis

Senior Vice President, Administration & Operations

Plan Administrator

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