

MILLER ROBERT G JR
Form 4
August 28, 2009

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 *
MILLER ROBERT G JR

(Last) (First) (Middle)

ONE GRIMSBY DRIVE

(Street)

HAMBURG, NY 14075

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EVANS BANCORP INC [EVBN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2009

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)
Pres, Evans Agency/Evans Invst

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock (\$0.50 par value) | 08/18/2009 | | A | 1,290 (1) | A \$ 0 70,181 | D | |
| Common Stock (\$0.50 par value) | | | | | 5,683.3915 (2) | D | |
| Common Stock (\$0.50 par value) | | | | | 408.1294 (3) | I | by Daughter |

| | | | |
|--|-------------------------|---|--------|
| Common Stock (\$0.50 par value) | 190.0554 ⁽⁴⁾ | I | by Son |
|--|-------------------------|---|--------|

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Employee Incentive Stock Option (Right to Buy) | \$ 12.99 | 08/18/2009 | | A | 11,340 | ⁽⁵⁾ | 08/18/2019 | Common Stock | 11,340 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER ROBERT G JR ONE GRIMSBY DRIVE HAMBURG, NY 14075 | X | | Pres, Evans Agency/Evans Invst | |

Signatures

| | |
|--|------------|
| Michelle A. Baumgarden, Attorney in Fact for Robert G. Miller, Jr. | 08/28/2009 |
|--|------------|

**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) The Restricted Stock shall be vested according to the following schedule: 25% of the shares of Common Stock subject to the Restricted Stock Award will vest on each of the first four anniversaries of the date of the award.

This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 137.577338 shares on April 1, 2009. It also reflects shares acquired under the Evans Bancorp, Inc. Employee Stock Purchase Plan as follows: 711 shares on June 30, 2009.
- (2) This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 14.061793 shares on April 1, 2009.
- (3) This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 4.760661 shares on April 1, 2009.
- (4) The Stock Options shall be exercisable according to the following schedule: 25% of the shares of Common Stock subject to the Stock Option will vest on each of the first four anniversaries of the date of the grant.
- (5)

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.