

CAMDEN NATIONAL CORP  
Form 8-K  
May 04, 2011

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

---

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): May 4, 2011

---

Camden National Corporation  
(Exact name of registrant as specified in its charter)

---

|   |                                      |  |
|---|--------------------------------------|--|
| Maine<br>(State or other jurisdiction<br>of incorporation)                | 01-28190<br>(Commission File Number) | 01-0413282<br>(IRS Employer<br>Identification No.) |
| Two Elm Street, Camden, Maine<br>(Address of principal executive offices) |                                      | 04843<br>(Zip Code)                                |

Registrant's telephone number, including area code: (207) 236-8821

---

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

- 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))

---

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Shareholders of Camden National Corporation was held on May 3, 2011 at the Camden National Corporation's Hanley Center, Fox Ridge Office Park, Route One, Rockport, Maine. At the Annual Meeting, there were present in person or by proxy 6,229,735 shares of the Company's common stock, representing approximately 81% of the total outstanding eligible votes. The following is a brief description of each matter voted on at the Annual Meeting, and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, as to each matter.

1. Election of three members to the Board of Directors to serve a three-year term to expire at the Annual Meeting in 2014:

|                    | For       | Withheld  | Broker<br>Non-Vote |
|--------------------|-----------|-----------|--------------------|
| Robert J. Campbell | 3,093,407 | 1,132,870 | 2,003,458          |
| John W. Holmes     | 4,161,508 | 64,769    | 2,003,458          |
| John M. Rohman     | 4,163,260 | 63,017    | 2,003,458          |

The other directors that continued in office after the Annual Meeting are as follows:

|                   |                      |
|-------------------|----------------------|
| Term expires 2012 | Term expires 2013    |
| Ann W. Bresnahan  | David C. Flanagan    |
| Gregory A. Dufour | James H. Page, Ph.D. |
| Rendle A. Jones   | Robin A. Sawyer, CPA |
|                   | Karen W. Stanley     |

2. Non-binding advisory vote on the compensation of the Company's named executive officers ("Say-on-Pay"):

| For       | Against | Abstentions | Broker<br>Non-Vote |
|-----------|---------|-------------|--------------------|
| 4,069,859 | 82,546  | 73,872      | 2,003,458          |

3. Non-binding advisory vote on the frequency of Say-on-Pay:

| Every 1<br>Year | Every 2<br>Years | Every 3<br>Years | Abstentions | Broker<br>Non-Vote |
|-----------------|------------------|------------------|-------------|--------------------|
| 3,613,632       | 43,533           | 494,243          | 74,869      | 2,003,458          |

4. Ratification of the appointment of Berry, Dunn, McNeil & Parker as the Company's independent registered public accounting firm for the year ending December 31, 2011:

| For       | Against | Abstentions |
|-----------|---------|-------------|
| 6,207,543 | 7,422   | 14,770      |

SIGNATURES

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.

Dated: May 4, 2011

CAMDEN NATIONAL CORPORATION  
(Registrant)

By: /s/ DEBORAH A. JORDAN  
Deborah A. Jordan  
Chief Financial Officer and Principal  
Financial & Accounting Officer

---