

Shapiro Adam
Form 4/A
May 18, 2012

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 *
East Rock Capital, LLC

2. Issuer Name and Ticker or Trading Symbol
NORTHEAST BANCORP /ME/ [NBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10 EAST 53RD STREET, 31ST FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

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

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)
01/07/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Voting Common Stock, par value \$1.00 per share	05/16/2012		P	384,789	A \$ 8	671,939 ⁽¹⁾ <u>(2) (3)</u>	D
Non-voting Common Stock, par value \$1.00 per share	05/16/2012		P	224,031	A \$ 8	224,031 ⁽¹⁾ <u>(2) (3) (4)</u>	D

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
East Rock Capital, LLC 10 EAST 53RD STREET, 31ST FLOOR NEW YORK, NY 10022	X			See Remarks
East Rock Capital GP, LLC 10 EAST 53RD STREET, 31ST FLOOR NEW YORK, NY 10022	X			See Remarks
Shapiro Adam C/O EAST ROCK CAPITAL, LLC 10 EAST 53RD STREET, 31ST FLOOR NEW YORK, NY 10022	X			See Remarks

Signatures

/s/ Graham Duncan, Managing Member, D Partners Management, LLC, Managing Member, East Rock Capital, LLC 05/16/2012

**Signature of Reporting Person Date

/s/ Graham Duncan, Managing Member, D Partners Management, LLC, Managing Member, East Rock Capital GP, LLC 05/16/2012

**Signature of Reporting Person Date

/s/ Adam Shapiro 05/16/2012

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 securities reported on this Form 4 are held principally by investment funds and accounts managed and controlled by East Rock Capital, LLC ("Capital") and East Rock Capital GP, LLC ("East Rock GP").
- (2) Each of the Reporting Persons expressly disclaims beneficial ownership of the Units of Beneficial Interest reported hereby, except to the extent of their respective pecuniary interests therein.

The Reporting Persons may be deemed to be members of a group (within the meaning of Rule 13d-5(b) promulgated under the Securities Exchange Act of 1934 as amended (the "Exchange Act")) by virtue of relationships among the Reporting Persons and entities directly or indirectly managed by them, but the Reporting Persons do not affirm the existence of a group. Each of the Reporting Persons expressly disclaims beneficial ownership of all securities of the Issuer, except to the extent of their respective pecuniary interests therein.
- (4) According to information provided by the Issuer, there are outstanding 1,076,314 shares of non-voting common stock, par value \$1.00 per shares ("Non-Voting Common Stock") of the Issuer, of which the shares of Non-Voting Common Stock reported on this Form 4 constitute 20.8% of the class.

Remarks:

Remarks: On December 29, 2010, Adam Shapiro, a managing principal and control person of Capital and East Rock GP, was

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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