

WAYNE RICHARD

Form 4

September 20, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAYNE RICHARD

(Last) (First) (Middle)

C/O NORTHEAST BANCORP

(Street)

LEWISTON, ME 04240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2017

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Voting Common Stock	09/19/2017		A	10,000 (1)	A \$ 0 72,916	D	
Voting Common Stock					180,273	I	By Trust (2)
Voting Common Stock					97,202	I	By Trust (3)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 13.93	09/19/2017		A		118,808 <u>(4)</u>		09/19/2017	12/29/2020	Voting Common Stock	118,808

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAYNE RICHARD C/O NORTHEAST BANCORP LEWISTON, ME 04240	X		President & CEO	

Signatures

/s/ Richard
Wayne

09/19/2017

__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).

- Represents a performance restricted stock award granted to the reporting person under the Northeast Bancorp Amended and Restated
- (1) 2010 Stock Option and Incentive Plan. The restricted shares vested upon approval by the Compensation Committee on September 19, 2017.
- (2) These shares are owned directly by the Richard Wayne Revocable Trust.
- (3) These shares are owned directly by the Richard Wayne Irrevocable Trust.
- Represents amended and restated non-qualified performance-based stock option award granted to the reporting person under the
- (4) Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan. The stock options vested upon approval by the Compensation Committee on September 19, 2017.

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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