

CAMPBELL JOANNE T
Form 4
March 14, 2011

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 *
CAMPBELL JOANNE T

2. Issuer Name and Ticker or Trading Symbol
CAMDEN NATIONAL CORP
[CAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2 ELM STREET / P.O. BOX 310

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2011

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

CAMDEN, ME 04843

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/11/2011		F		122	D	33.27
							\$ <u>(1)</u>
					1,880	D	

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)

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) Consists of shares withheld by Camden National Corporation in order to satisfy the minimum tax withholding obligation of the reporting person on restricted shares vested 3/11/11.
- (2) Options are exercisable as follows:800 shares as of 2/12/2011, 200 shares 2/12/2012
- (3) Options are exercisable as follows:1000 shares as of 2/24/11, 500 shares 2/24/12, 500 shares 2/24/13, 500 shares 2/24/14

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. Represents 1,039,963 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(2)Represents 1,040,963 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(3)Represents 1,041,963 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(4)Represents 1,043,963 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(5)Represents 1,045,963 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(6)Represents 1,047,963 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(7)Represents 1,049,963 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(8)Represents 1,052,243 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(9)Represents 1,054,243 shares of common stock held by the George Edward Moss Trust, a living trust of which the reporting person is the sole trustee and the sole beneficiary and 1,286 shares of the Issuer's common stock underlying the restricted stock units.(10)These shares represent 811,059 shares of common stock held by the John Kimberly Moss Trust, for which the reporting person is the trustee. The reporting person disclaims beneficial ownership in such shares except to the extent of his pecuniary interest therein.

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