

BAR HARBOR BANKSHARES
Form SC 13G/A
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

(Name of issuer)	Bar Harbor Bankshares
Common Stock	(Title of class of securities)
066849100 (CUSIP number)	

December 31, 2010
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

“ Rule 13d-1(d)

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 066849100

Page 2 of 14 Pages

1. Name of Reporting Person
Sandler O'Neill Asset Management, LLC
2. Check the Appropriate Box if a Member of a Group* (a)
(b)
3. SEC Use Only
4. Citizen or Place of Organization
New York

5. Sole Voting Power
- | | |
|--|-----------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 6. Shared Voting Power |
| | 239,977 |
| | 7. Sole Dispositive Power |
| | 8. Shared Dispositive Power |
| | 239,977 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

239,977

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

6.28%

12. Type of Reporting Person*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 066849100

Page 3 of 14 Pages

1. Name of Reporting Person

SOAM Holdings, LLC

2. Check the Appropriate Box if a Member of a Group*

(a)
(b)

3. SEC Use Only

4. Citizen or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

163,577

7. Sole Dispositive Power

8. Shared Dispositive Power

163,577

9. Aggregate Amount Beneficially Owned by Each Reporting Person

163,577

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

4.28%

12. Type of Reporting Person*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 066849100

Page 4 of 14 Pages

1. Name of Reporting Person

Malta Partners, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Citizen or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

5,600

7. Sole Dispositive Power

8. Shared Dispositive Power

5,600

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,600

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ..

11. Percent of Class Represented by Amount in Row (9)

0.15%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 066849100

Page 5 of 14 Pages

1. Name of Reporting Person

Malta Hedge Fund, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Citizen or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

23,700

7. Sole Dispositive Power

8. Shared Dispositive Power

23,700

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,700

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row (9)

0.62%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 066849100

Page 6 of 14 Pages

1. Name of Reporting Person

Malta Hedge Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Citizen or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

134,277

7. Sole Dispositive Power

8. Shared Dispositive Power

134,277

9. Aggregate Amount Beneficially Owned by Each Reporting Person

134,277

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ..

11. Percent of Class Represented by Amount in Row (9)

3.51%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 066849100

Page 7 of 14 Pages

1. Name of Reporting Person

Malta Offshore, Ltd

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Citizen or Place of Organization

Cayman Islands

5. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

51,400

7. Sole Dispositive Power

8. Shared Dispositive Power

51,400

9. Aggregate Amount Beneficially Owned by Each Reporting Person

51,400

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row (9)

1.34%

12. Type of Reporting Person*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 066849100

Page 8 of 14 Pages

1. Name of Reporting Person

SOAM Capital Partners, L.P.

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Citizen or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

25,000

7. Sole Dispositive Power

8. Shared Dispositive Power

25,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

25,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row (9)

0.65%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No.066849100

Page 9 of 14 Pages

1. Name of Reporting Person

Terry Maltese

2. Check the Appropriate Box if a Member of a Group*

(a) ..

(b) ..

3. SEC Use Only

4. Citizen or Place of Organization

USA

5. Sole Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. Shared Voting Power

239,977

7. Sole Dispositive Power

8. Shared Dispositive Power

239,977

9. Aggregate Amount Beneficially Owned by Each Reporting Person

239,977

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row (9)

6.28%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No.066849100

Page 10 of 14 Pages

Item 1(a). Name of Issuer:

Bar Harbor Bankshares

Item 1(b). Address of Issuer's Principal Executive Offices:

82 Main Street, PO Box 400, Bar Harbor, ME 04609

Item 2(a). Name of Person Filing:

This statement is being filed by (i) Sandler O'Neill Asset Management LLC, a New York limited liability company ("SOAM"), with respect to shares of Common Stock beneficially owned by Malta Partners, L.P., a Delaware limited partnership ("MP"), Malta Hedge Fund, L.P., a Delaware limited partnership ("MHF"), Malta Hedge Fund II, L.P., a Delaware limited partnership ("MHFII") and Malta Offshore, Ltd., a Cayman Islands company ("MO"), (ii) SOAM Holdings, LLC, a Delaware limited liability company ("Holdings"), with respect to shares of Common Stock beneficially owned by MP, MHF and MHFII, (iii) MP, with respect to shares of Common Stock beneficially owned by it, (iv) MHF, with respect to shares of Common Stock beneficially owned by it, (v) MHFII, with respect to shares of Common Stock beneficially owned by it, (vi) MO, with respect to shares of Common Stock beneficially owned by it, and (vii) Terry Maltese as Managing Member of SOAM, with respect to shares of Common Stock beneficially owned by MP, MHF, MHFII and MO; and as managing member of SOAM Ventures, LLC ("Ventures"), a Delaware limited liability company, with respect to shares of Common Stock beneficially owned by SOAM Capital Partners, L.P. ("SCP"), a Delaware limited partnership of which Ventures is the management company. The foregoing persons are hereinafter sometimes referred to collectively as the "Reporting Persons".

Item 2(b). Address of Principal Business Office:

The address of the principal offices of each of MP, MHF, MHFII, SCP, Holdings and SOAM and the business address of Mr. Maltese is Sandler O'Neill Asset Management LLC, 780 Third Avenue, 5th Floor, New York, New York 10017. The address of the principal office of MO is c/o Citco Fund Services (Cayman Islands) Limited, 89 Nexus Way, 2nd Floor, Camana Bay, PO Box 31106, Grand Cayman KY1-1205, Cayman Islands.

Item 2(c). Citizenship:

Mr. Maltese is a U.S. Citizen.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

066849100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not Applicable

SCHEDULE 13G

CUSIP No.066849100

Page 11 of 14 Pages

Item 4. Ownership.

(a) and (b) Based upon an aggregate of 3,822,945 shares of Common Stock outstanding, as determined by the Issuer's most recently available public information, as of the close of business on December 31, 2010:

- (i) MP beneficially owned 5,600 shares of Common Stock, constituting approximately 0.15% of the shares outstanding.
- (ii) MHF beneficially owned 23,700 shares of Common Stock, constituting approximately 0.62% of the shares outstanding.
- (iii) MHFII beneficially owned 134,277 shares of Common Stock, constituting approximately 3.51% of the shares outstanding.
- (iv) MO beneficially owned 51,400 shares of Common Stock, constituting approximately 1.34% of the shares outstanding.
- (v) SCP beneficially owned 25,000 shares of Common Stock, constituting approximately 0.65% of the shares outstanding.
- (vi) SOAM owned directly no shares of Common Stock. By reason of its position as management company for MP, MHF, MHFII, MO, and as an affiliate of Ventures, management company for SCP, SOAM may be deemed to beneficially own the 5,600 shares owned by MP, the 23,700 shares owned by MHF, the 134,277 shares owned by MHFII, the 51,400 shares owned by MO, and the 25,000 shares owned by SCP, or an aggregate of 239,977 shares of Common Stock, constituting approximately 6.28% of the shares outstanding.
- (vii) Holdings owned directly no shares of Common Stock. By reason of its position as general partner of MP, MHF and MHFII, Holdings may be deemed to beneficially own the 5,600 shares owned by MP, the 23,700 shares owned by MHF, and the 134,277 shares owned by MHFII, or an aggregate of 163,577 shares of Common Stock, constituting approximately 4.28% of the shares outstanding.
- (viii) Mr. Maltese directly owned no shares of Common Stock. By reason of his position as Managing Member of Holdings, SOAM and Ventures, Mr. Maltese may be deemed to beneficially own the 5,600 shares owned by MP, the 23,700 shares owned by MHF, the 134,277 shares owned by MHFII, the 51,400 shares owned by MO, and the 25,000 shares owned by SCP, or an aggregate of 239,977 shares of Common Stock, constituting approximately 6.28% of the shares outstanding.
- (ix) In the aggregate, the Reporting Persons beneficially own 239,977 shares of Common Stock, constituting approximately 6.28% of the shares outstanding.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

No Reporting Person has sole power to vote or to direct the vote over the shares held by such Reporting Person.

(ii) Shared power to vote or to direct the vote:

MP:	5,600	MO:	51,400	HOLDINGS:	163,577
MHF:	23,700	SCP:	25,000	MR. MALTESE:	239,977
MHFII:	134,277	SOAM:	239,977		

SCHEDULE 13G

CUSIP No.066849100

Page 12 of 14 Pages

(iii) Sole power to dispose or to direct the disposition of:

No Reporting Person has sole power to dispose or to direct the disposition over the shares held by such Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

MP:	5,600	MO:	51,400	HOLDINGS:	163,577
MHF:	23,700	SCP:	25,000	MR. MALTESE:	239,977
MHFII:	134,277	SOAM:	239,977		

Each of the Reporting Persons hereby disclaims any beneficial ownership of any Shares in excess of their actual beneficial ownership thereof.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits: [Exhibit I: Joint Acquisition Statement, dated as of February 14, 2011.]

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

MALTA PARTNERS, L.P.

By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese
Terry Maltese
Managing Member

MALTA HEDGE FUND, L.P.

By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese
Terry Maltese
Managing Member

MALTA OFFSHORE, LTD

By: /s/ Terry Maltese
Terry Maltese
Director

MALTA HEDGE FUND II, L.P.

By: SOAM Holdings, LLC,
the sole general partner
By: /s/ Terry Maltese
Terry Maltese
Managing Member

SOAM CAPITAL PARTNERS, L.P.

By: SOAM Venture Holdings,
LLC
By: /s/ Terry Maltese
Terry Maltese
Managing Member

Sandler O'Neill Asset
Management LLC

By: /s/ Terry Maltese
Terry Maltese
President

SOAM Holdings, LLC

By: /s/ Terry Maltese
Terry Maltese
Managing Member

Terry Maltese

By: /s/ Terry Maltese
Terry Maltese

EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2011

MALTA PARTNERS, L.P.

By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese
Terry Maltese
Managing Member

MALTA HEDGE FUND, L.P.

By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese
Terry Maltese
Managing Member

MALTA OFFSHORE, LTD

By: /s/ Terry Maltese
Terry Maltese
Director

MALTA HEDGE FUND II, L.P.

By: SOAM Holdings, LLC,
the sole general partner
By: /s/ Terry Maltese
Terry Maltese
Managing Member

SOAM CAPITAL PARTNERS, L.P.

By: SOAM Venture Holdings,
LLC
By: /s/ Terry Maltese
Terry Maltese
Managing Member

Sandler O'Neill Asset
Management LLC

By: /s/ Terry Maltese
Terry Maltese
President

SOAM Holdings, LLC

Terry Maltese

Edgar Filing: BAR HARBOR BANKSHARES - Form SC 13G/A

By: /s/ Terry Maltese
Terry Maltese
Managing Member

By: /s/ Terry Maltese
Terry Maltese

Page 14 of 14

SK 27061 0001 1170937