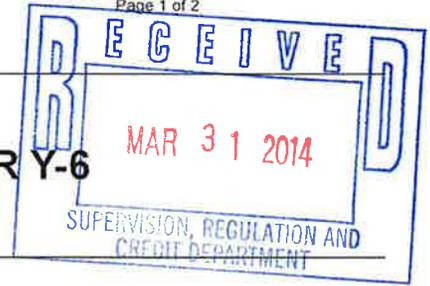


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013
Month / Day / Year

I, **Michael R. Tuttle**

Reporter's Name, Street, and Mailing Address

Merchants Bancshares, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

275 Kennedy Drive

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

South Burlington

VT

05403

City

State

Zip Code

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Lisa M Charland

Corporate Accounting Mgr

Name

Title

802-865-1955

Area Code / Phone Number / Extension

802-865-1975

Area Code / FAX Number

lcharland@mbvt.com

E-mail Address

www.mbvt.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

Date of Signature

3/27/14

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **1023239-166803**

C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FRY-6

**Merchants Bancshares, Inc.
275 Kennedy Drive
South Burlington, VT 05403
Fiscal Year Ending December 31, 2013**

Report Item 1: Annual Report to Shareholders

Reference is made to the enclosed copy of the 2013 annual report to shareholders on Form 10-K.

Done

FR Y-6
Merchants Bancshares, Inc.
275 Kennedy Drive
South Burlington, VT 05403
Fiscal Year Ended December 31, 2013

Report Item 2a: Organization Chart

Designation	Organizational Structure	Comments
Holding Company	Merchants Bancshares, Inc. Organized Jan. 27, 1984 South Burlington, Vermont	Holding Company owns 100 percent of outstanding capital stock of Merchants Bank, 275 Kennedy Drive, South Burlington, VT 05403 Incorporated in Delaware
Bank Subsidiary	Merchants Bank Organized 1849 South Burlington, Vermont	Wholly owned subsidiary of Merchants Bancshares, Inc. Maintains 34 offices in Vermont Incorporated in Vermont
Trust	MBVT Statutory Trust I Organized December 15, 2004 South Burlington, Vermont	Wholly owned subsidiary of Merchants Bancshares, Inc., formed to issue non-voting capital securities Incorporated in Delaware
Exempt Organization	Merchants Bank Foundation, Inc. Organized September 11, 1962 South Burlington, Vermont	Exempt organization under IRC 501(c)(3), there is no equity relationship between this entity and Merchants Bancshares, Inc., or any of its subsidiaries Incorporated in Vermont
Securities Nominee Name	Merfarm & Co. LLC Organized April 19, 2012 South Burlington, Vermont	Manager Managed Limited Liability Company Incorporated in Vermont
Investment of Bank	64 School Street Housing Limited Partnership Organized November 05, 2003 Rutland, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control
Investment of Bank	Blake Commons Organized August 5, 2009 Swanton, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control
Investment of Bank	Bobbin Mill Limited Partnership Organized August 7, 2013 Burlington, Vermont	Limited Partnership-Merchants Bank is 30.50% limited partner - Non-Voting Equity No Control
Investment of Bank	Bradford Housing Associates Organized October 5, 1994 Rockport, Maine	Limited Partnership-Merchants Bank is 95% limited partner - Non-Voting Equity No Control
Investment of Bank	Clark & Canal Streets Limited Partnership Organized June 5, 2001 Brattleboro, Vermont	Limited Partnership-Merchants Bank is 98.87% limited partner - Non-Voting Equity No Control
Investment of Bank	Colonial West Limited Partnership Organized May 5, 2004 West Rutland, VT	Limited Partnership-Merchants Bank is 99% limited partner - Non-Voting Equity No Control

Investment of Bank	Green Mountain Housing Equity Fund 2003 Limited Partnership Organized December 29, 2003 Burlington, Vermont	Limited Partnership-Merchants Bank is 5.36% limited partner - Non-Voting Equity No Control
Investment of Bank	Green Mountain Housing Equity Fund III Limited Partnership Organized August 29, 2007 Burlington, Vermont	Limited Partnership-Merchants Bank is 6% limited partner - Non-Voting Equity No Control
Investment of Bank	Green Mountain Equity Fund IV Organized October 30, 2009 Burlington, Vermont	Merchants Bank is a limited partner in Vermont Equity Fund IV, through which Merchants Bank is 6% limited partner, Non-Voting Equity No Control
Investment of Bank	Green Mountain Equity Fund V Organized November 30, 2011 Burlington, Vermont	Merchants Bank is a limited partner in Vermont Equity Fund V, through which Merchants Bank is 99.% limited partner, Non-Voting Equity No Control
Investment of Bank	Hillcrest Views Limited Partnership Organized August 10, 1989 Montpelier, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control
Investment of Bank	Millbrook Allocated Limited Partnership Organized November 16, 2009 Windsor, Vermont	Limited Partnership-Merchants Bank is 11.11% limited partner, Non-Voting Equity No Control
Investment of Bank	NOTCH Investment Fund LLC Organized February 22, 2013 South Burlington, Vermont	At Will Limited Liability Company Incorporated in Vermont
Investment of Bank	Peterson Place Housing Limited Partnership Organized December 05, 2003 Burlington, Vermont	Limited Partnership-Merchants Bank is 99% limited partner - Non-Voting Equity No Control
Investment of Bank	River Bend Housing Organized September 28, 2009 Enosburg, Vermont	Limited Partnership-Merchants Bank is 95% limited partner, Non-Voting Equity No Control
Investment of Bank	Spring Elliot Valgar Limited Partnership Organized February 1, 2011 Brattleboro, Vermont	Limited Partnership-Merchants Bank is 50% limited partner - Non-Voting Equity No Control
Investment of Bank	Stanislaus Housing Limited Partnership Organized March 29, 2011 West Rutland, Vermont	Limited Partnership-Merchants Bank is 49.99% limited partner - Non-Voting Equity No Control
Investment of Bank	Western Avenue Housing Limited Partnership Organized December 17, 2001 Brattleboro, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control
Investment of Bank	Westgate Allocated Housing Limited Partnership Organized December 17, 2001 Brattleboro, Vermont	Limited Partnership-Merchants Bank is 26.6% limited partner, Non-Voting Equity No Control
Investment of Bank	Whitcomb Woods Limited Partnership Organized January 8, 2004 Essex Junction, Vermont	Limited Partnership-Merchants Bank is 99% limited partner, Non-Voting Equity No Control

Results: A list of branches for your depository institution: **MERCHANTS BANK, THE (ID_RSSD: 166803)**.
 This depository institution is held by **MERCHANTS BANCSHARES, INC. (1023239)** of **SOUTH BURLINGTON, VT**.
 The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	166803	MERCHANTS BANK, THE	275 KENNEDY DRIVE	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	Not Required	Not Required	MERCHANTS BANK, THE	166803	
OK		Full Service	572002	BARRE OFFICE	361 NORTH MAIN ST	BARRE	VT	05641	WASHINGTON	UNITED STATES	8831	6	MERCHANTS BANK, THE	166803	
OK		Limited Service	7401	BELLOWS FALLS BRANCH	41 SQUARE	BELLOWS FALLS	VT	05101	WINDHAM	UNITED STATES	Not Required	Not Required	MERCHANTS BANK, THE	166803	
change		Full Service	283308	BENNINGTON	210 NORTHSIDE DR	BENNINGTON	VT	05201	BENNINGTON	UNITED STATES	209244	20	MERCHANTS BANK, THE	166803	
OK		Full Service	2048949	BRADFORD BRANCH	114 MAIN STREET	BRADFORD	VT	05033	ORANGE	UNITED STATES	48012	33	MERCHANTS BANK, THE	166803	
OK		Full Service	281201	BRATTLEBORO OFFICE	205 MAIN ST	BRATTLEBORO	VT	05301	WINDHAM	UNITED STATES	209241	17	MERCHANTS BANK, THE	166803	
OK		Full Service	167305	BRISTOL BRANCH	15 WEST MAIN ST	BRISTOL	VT	05443	ADDISON	UNITED STATES	209212	5	MERCHANTS BANK, THE	166803	
OK		Full Service	3772205	COLLEGE STREET BRANCH	164 COLLEGE ST	BURLINGTON	VT	05401	CHITTENDEN	UNITED STATES	4233	0	MERCHANTS BANK, THE	166803	
OK		Full Service	266600	NORTH AVE BRANCH	1014 NORTH AVE	BURLINGTON	VT	05408	CHITTENDEN	UNITED STATES	209211	4	MERCHANTS BANK, THE	166803	
OK		Full Service	275200	COLCHESTER BRANCH	22 BISSETTE ROAD	COLCHESTER	VT	05446	CHITTENDEN	UNITED STATES	231089	29	MERCHANTS BANK, THE	166803	
OK		Full Service	1003709	THETFORD BRANCH	2930 US ROUTE 5	EAST THETFORD	VT	05043	ORANGE	UNITED STATES	209131	40	MERCHANTS BANK, THE	166803	
OK		Full Service	2030298	ENOSBURG FALLS BRANCH	371 MAIN STREET	ENOSBURG FALLS	VT	05450	FRANKLIN	UNITED STATES	8657	27	MERCHANTS BANK, THE	166803	
OK		Full Service	265005	ESSEX JUNCTION BRANCH	54 PEARL ST	ESSEX JUNCTION	VT	05452	CHITTENDEN	UNITED STATES	209209	2	MERCHANTS BANK, THE	166803	
OK		Full Service	171209	FAIR HAVEN OFFICE	97 MAIN ST	FAIR HAVEN	VT	05743	RUTLAND	UNITED STATES	4236	37	MERCHANTS BANK, THE	166803	
OK		Full Service	268707	HARDWICK BRANCH	84 VT ROUTE 15 WEST	HARDWICK	VT	05843	CALEDONIA	UNITED STATES	209224	44	MERCHANTS BANK, THE	166803	
OK		Full Service	449506	HINESBURG BRANCH	26 BALLARDS CORNER	HINESBURG	VT	05461	CHITTENDEN	UNITED STATES	209215	11	MERCHANTS BANK, THE	166803	
OK		Full Service	330604	JERICHO BRANCH	205 VT ROUTE 15	JERICHO	VT	05465	CHITTENDEN	UNITED STATES	231087	25	MERCHANTS BANK, THE	166803	
OK		Full Service	575704	JOHNSON BRANCH	103 LOWER MAIN E	JOHNSON	VT	05656	LAMOILLE	UNITED STATES	8838	24	MERCHANTS BANK, THE	166803	
OK		Full Service	175403	MANCHESTER BRANCH	4996 MAIN STREET	MANCHESTER CENTER	VT	05255	BENNINGTON	UNITED STATES	209240	16	MERCHANTS BANK, THE	166803	
OK		Limited Service	579908	NORTH BENNINGTON BRANCH	5 BANK STREET	NORTH BENNINGTON	VT	05257	BENNINGTON	UNITED STATES	4240	15	MERCHANTS BANK, THE	166803	
OK		Full Service	458106	NORTHFIELD BRANCH	70 DEPOT SQUARE	NORTHFIELD	VT	05663	WASHINGTON	UNITED STATES	4241	36	MERCHANTS BANK, THE	166803	
OK		Full Service	2631734	GREEN MOUNTAIN PLAZA BRANCH	286 ROUTE 7 SOUTH	RUTLAND	VT	05701	RUTLAND	UNITED STATES	276657	48	MERCHANTS BANK, THE	166803	
OK		Full Service	4076807	WOODSTOCK AVENUE BRANCH	92 WOODSTOCK AVENUE	RUTLAND	VT	05701	RUTLAND	UNITED STATES	209223	49	MERCHANTS BANK, THE	166803	
OK		Full Service	3292776	SAINT ALBANS BRANCH	180 SWANTON ROAD	SAINT ALBANS	VT	05478	FRANKLIN	UNITED STATES	418896	50	MERCHANTS BANK, THE	166803	
OK		Full Service	574109	SAINT JOHNSBURY BRANCH	481 PORTLAND STREET	SAINT JOHNSBURY	VT	05819	CALEDONIA	UNITED STATES	209225	45	MERCHANTS BANK, THE	166803	
OK		Full Service	169402	KENNEDY DRIVE BRANCH	275 KENNEDY DRIVE	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	209221	30	MERCHANTS BANK, THE	166803	
OK		Full Service	326700	WILLISTON ROAD BRANCH	1309 WILLISTON ROAD	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	209210	3	MERCHANTS BANK, THE	166803	
															this branch was removed in error - it was duplicated on branch list
ADD		Full Service	3944365	SHELburnE ROAD OFFICE	929 SHELburnE ROAD	SOUTH BURLINGTON	VT	05403	CHITTENDEN	UNITED STATES	209214	9	MERCHANTS BANK, THE	166803	12/31/12
OK		Full Service	327202	SOUTH HERO BRANCH	301 US ROUTE 2	SOUTH HERO	VT	05486	GRAND ISLE	UNITED STATES	209213	8	MERCHANTS BANK, THE	166803	
OK		Full Service	2458342	SPRINGFIELD BRANCH	2 CHESTER ROAD SUITE 6	SPRINGFIELD	VT	05156	WINDSOR	UNITED STATES	209255	34	MERCHANTS BANK, THE	166803	
OK		Full Service	168900	VERGENNES BRANCH	25 MONKTON ROAD	VERGENNES	VT	05491	ADDISON	UNITED STATES	209218	14	MERCHANTS BANK, THE	166803	
OK		Limited Service	457604	WALLINGFORD BRANCH	1378 NORTH MAIN STREET	WALLINGFORD	VT	05773	RUTLAND	UNITED STATES	Not Required	Not Required	MERCHANTS BANK, THE	166803	
OK		Full Service	3488168	WATERBURY BRANCH	994 WATERBURY STOWE ROAD/RT 100	WATERBURY	VT	05676	WASHINGTON	UNITED STATES	455239	52	MERCHANTS BANK, THE	166803	
OK		Full Service	3772214	WHITE RIVER JUNCTION BRANCH	25 RALPH LEHMAN DR	WHITE RIVER JUNCTION	VT	05001	WINDSOR	UNITED STATES	423093	51	MERCHANTS BANK, THE	166803	
OK		Full Service	580100	WILMINGTON BRANCH	97 EAST MAIN STREET, ROUTE 9 WEST	WILMINGTON	VT	05363	WINDHAM	UNITED STATES	209243	19	MERCHANTS BANK, THE	166803	
OK		Full Service	389406	WINDSOOKI BRANCH	364 MAIN ST	WINDSOOKI	VT	05404	CHITTENDEN	UNITED STATES	209217	13	MERCHANTS BANK, THE	166803	

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Merchants Bancshares, Inc.
275 Kennedy Drive
South Burlington, VT 05403
Fiscal Year Ended December 31, 2013

Report Item 3: Shareholders

Name and Address	Country of Citizenship or Incorporation	Number of Voting Securities Held as of March 17, 2014	Percentage of Outstanding Class
Charles A. Davis Stone Point Capital, LLC 20 Horseneck Lane Greenwich, CT	U.S.A.	421,696	7%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	U.S.A.	422,396	7%
Ameriprise Financial, Inc. Columbia Management Investment Advisors, LLC. 145 Ameriprise Financial Center Minneapolis, MN 02110	U.S.A.	313,033	5%
Total		1,157,125	19%

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Merchants Bancshares, Inc.
275 Kennedy Drive
South Burlington, VT 05403
Fiscal Year Ended December 31, 2013

Report Item 4: Insiders

<u>Name and Address</u>	<u>Title or Position</u> <u>Company/Bank/Subsidiaries</u>	<u>Principal</u> <u>Occupation</u>	<u>Number of</u> <u>MBVT shares</u> <u>Owned as of</u> <u>3/17/2014</u>	<u>Percent</u> <u>Held</u> <u>3/17/2014</u>	<u>Other Business Companies as</u> <u>Director, Trustee, Partner or Principal</u> <u>Officer or owner of more than 25% of</u> <u>outstanding voting securities</u>	<u>Capacity</u>	<u># shs owned/</u> <u>% control</u>
Scott Boardman Burlington, VT	Director Merchants Bank Merchants Bancshares, Inc.	President Hickock & Boardman, Inc.	17,414	0%	Hickock & Boardman, Inc. Hickock & Boardman Realty, Inc. Hickock & Boardman Place, Inc. Green Mountain Safety Consulting Schoolhouse Lofts Housing LLC A N. Deringer, Inc. PC Construction Company Freshtracks Capital II, L.P. Freshtracks Capital III, L.P. Lake Mansfield Trout Club	President Director Director Director Partner Director Partner Partner Director	34% 30% 20% 34% 20%
Janette K Bombardier Colchester, VT	Director Merchants Bank Merchants Bancshares, Inc.	Director of Site Operations & Senior Location Manager IBM	650	0%	Champlain Commercial Properties Group Ltd	Partner	50%
Peter A. Bouyea Bonita Springs, FL	Director Merchants Bank Merchants Bancshares, Inc.	Retired	94,489	1%	Lake Champlain Investment Group	Partner	
Karen Danaher Underhill, VT	Director Merchants Bank Merchants Bancshares, Inc.	Partner Danaher, Attig & Plante, PLC	4,280	0%	Danaher, Attig & Plante, PLC	Partner	33%
Jeffrey L. Davis Underhill Ctr, VT	Director Merchants Bank Merchants Bancshares, Inc.	President J.L. Davis, Inc.	29,581	0%	J.L. Davis, Inc. J.L. Davis Realty TaRts Corners Associates II Church Street Properties Stevensville Properties DEW Partners, Inc. 4 Helena Drive Associates 835 Hinesburg Road, LLC Courthouse Plaza, LLC 204, LLC JLD Properties of Derby, LLC JLD Properties of St. Albans, LLC JCST, LLC JLD Properties of Colchester, LLC Champlain Valley Exposition	President Partner Partner Partner Partner Partner Partner Partner Partner Partner Partner Partner Partner Partner Director	100% 51% 13% 40% 100% 50% 33% 30% 50% 100% 50% 50% 25% 50%

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Merchants Bancshares, Inc.
275 Kennedy Drive
South Burlington, VT 05403
Fiscal Year Ended December 31, 2013

Report Item 4: Insiders

<u>Name and Address</u>	<u>Title or Position Company/Bank/Subsidiaries</u>	<u>Principal Occupation</u>	<u>Number of MBVT shares Owned as of 3/17/2014</u>	<u>Percent Held 3/17/2014</u>	<u>Other Business Companies as Director, Trustee, Partner or Principal Officer or owner of more than 25% of outstanding voting securities</u>	<u>Capacity</u>	<u># shs owned/ % control</u>
Molly Dillon S. Burlington, VT	Senior Vice President Merchants Bank	Sr. Vice President, Community Banking & Trust Merchants Bank	15,885	0%	Champlain College	Trustee	
Jacqueline Dragon Burlington, VT	Senior Vice President Merchants Bank	Sr. Vice President, Director of Human Resources Merchants Bank	0	0%	None		
Zoe P Erdman Williston, VT	Senior Vice President Merchants Bank	Sr. Vice President, Senior Operations Officer Merchants Bank	6,182	0%	Visting Nurse Association	Director	
Michael G. Furlong Burlington, VT	Director Merchants Bank Merchants Bancshares, Inc.	Attorney Sheehy Furlong & Behm P.C.	7,185	0%	Sheehy Furlong & Behm P.C. Wake Robin Corporation Green Mountain Audubon Society	President & Director Director Emeritus Director	
Geoffrey R. Hesslink Shelburne, VT	Executive Vice President & Senior Lender Merchants Bank	Executive Vice President & Senior Lender Merchants Bank	54,617	1%	Wake Robin Corporation Vermont Bankers Association Greater Burlington Industrial Corp. (GBIC)	Director Executive Council Director	
John A. Kane Colchester, VT	Director Merchants Bank Merchants Bancshares, Inc.	Business Consultant	5,254	0%	North Star Leasing Athena Health Inc. MediRevv API Healthcare Healthland T-System, Inc. Aesynt Inc. Dealer.Com	Director Director Director Director Director Director Director	
Lorilee A. Lawton Colchester, VT	Director Merchants Bank Merchants Bancshares, Inc.	Owner & President Firetech Sprinkler Corporation	8,988	0%	Firetech Sprinkler Corporation Troy Avenue Associates LTD Partnership Lawton Realty Hegeman Avenue LLC Chester Management LLC Pearl Bay Partnership Great Road Realty Lee H. Lawton Rev Trust Vermont Public Television Seawinds, LLC.	President General Partner General Partner General Partner General Partner General Partner Trustee Director General Partner	60% 96% 100% 100% 32% 100% 100% 100%
Bruce M. Lisman Shelburne, VT	Director Merchants Bank Merchants Bancshares, Inc.	Private Investor	6,030	0%	National Life Group Vermont Symphony Organization Smithsonian Librarian American Forests PC Construction Company	Director Trustee Trustee Trustee Director	

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Merchants Bancshares, Inc.
275 Kennedy Drive
South Burlington, VT 05403
Fiscal Year Ended December 31, 2013

Report Item 4: Insiders

<u>Name and Address</u>	<u>Title or Position Company/Bank/Subsidiaries</u>	<u>Principal Occupation</u>	<u>Number of MBVT shares Owned as of 3/17/2014</u>	<u>Percent Held 3/17/2014</u>	<u>Other Business Companies as Director, Trustee, Partner or Principal Officer or owner of more than 25% of outstanding voting securities</u>	<u>Capacity</u>	<u># shs owned/ % control</u>
Raymond C. Pecor, Jr. Del Ray Beach, FL	Chairman of the Board Merchants Bancshares, Inc. Director Merchants Bank	Retired	263,886	4%	Lake Champlain Transportation Co. Vermont Expos, Inc. Taft Corners Associates Lehigh Valley Phillies	Chairman President Treasurer Partner	100% 25% 40%
Raymond C. Pecor, III Charlotte, VT	Director Merchants Bank Merchants Bancshares, Inc.	President - Lake Champlain Transportation Co.	12,781	0%	Lake Champlain Transportation Co. Champlain Valley Exposition Greater Burlington Industrial Corp. (GBIC) Cynosure	President Director Director Director	98%
Patrick S. Robins Burlington, VT	Director Merchants Bank Merchants Bancshares, Inc.	Executive Chairman SymQuest Group, Inc.	87,136	1%	Symquest Group, Inc. Landing School	Chairman Trustee	51%
Robert A. Skiff S. Burlington VT	Director Merchants Bank Merchants Bancshares, Inc.	President Emeritus Champlain College	14,342	0%	Shelburne Museum	Trustee	
Janet P. Spittler Shelburne, VT	Chief Financial Officer Merchants Bank Merchants Bancshares, Inc. Treasurer Merchants Bank Merchants Bancshares, Inc.	Chief Financial Officer, Treasurer, Executive VP Merchants Bank Merchants Bancshares, Inc.	35,454	1%	Housing Vermont	Director	
Marie Thresher Williston, VT	Senior Vice President Merchants Bank	Sr. Vice President, Chief Risk Officer Merchants Bank	0	0%	Vermont Cares	Co- Treasurer	
Michael R. Tuttle S. Burlington, VT	Director, President and C.E.O. Merchants Bank Merchants Bancshares, Inc.	President and C.E.O. Merchants Bank Merchants Bancshares, Inc.	85,601	1%	Flynn Center for the Performing Arts	Director	

Note: Shares outstanding as of March 17, 2014 include 294,672 deferred shares held in various trusts related to our former and current deferred compensation plans for directors and executive salary continuation plan. Merchants Senior Management has the authority to vote these deferred shares.