

Board of Governors of the Federal Reserve System

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Supervision, Regulation and
Credit Department



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.

I, Gregory A. Dufour

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

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.

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.

Gregory A. Dufour
Signature of Holding Company Director and Official

Date of Signature

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 1130249 JMH
C.I. _____

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

December 31, 2014

Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Camden National Corporation

Legal Title of Holding Company

2 Elm Street

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

Camden ME 04843
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael R. Archer VP, Controller

Name Title

207-230-2058

Area Code / Phone Number / Extension

207-230-5346

Area Code / FAX Number

marcher@camdennational.com

E-mail Address

www.camdennational.com

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

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

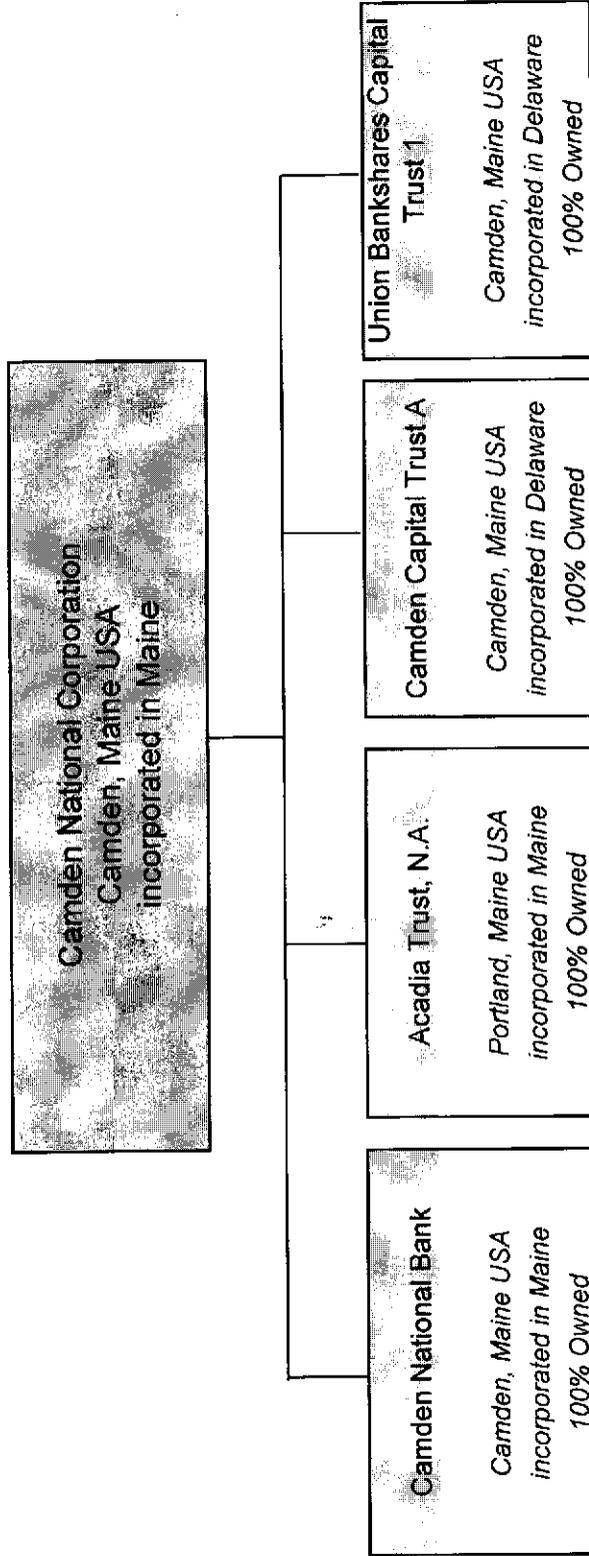
FR Y-6 Report
FYE 12/31/14
Camden National Corporation
Camden, Maine

Report Item 1: Annual Report to Shareholders

SEC registrant (not required)

FR Y-6 Report
FYE 12/31/14
Camden National Corporation
Camden, Maine

Report Item 2a: Organization Chart



**FR Y-6 Report
FYE 12/31/14
Camden National Corporation
Camden, Maine**

Report Item 2b: Domestic Branch Listing

Submitted via e-mail on 2/6/15

FR Y-6 Report
FYE 12/31/14
Camden National Corporation
Camden, Maine

Report Item 3: Securities holders

(1)(a)(b)(c)

<u>(1)(a) Name and address</u>	<u>(1)(b) Country of citizenship</u>	<u>(1)(c) Number of shares & Percentage owned</u>
Royce & Associates, LLC New York, NY USA	USA	614,023 8.24% Common Stock
BlackRock Inc. New York, NY USA	USA	497,644 6.68% Common Stock

Report Item 3(2): Securities holders

None



FR Y-6 Report
 FYE 12/31/14
 Camden National Corporation
 Camden, Maine

Report Item 4: Insiders

(1) Name & Address	(2) Principal Occupation	(3)(a) Position with Holding Company	(3)(b) Position with Camden National Bank	(3)(b) Position with Acadia Trust, N.A.	(3)(b) Position with Camden Capital Trust A	(3)(b) Position with Union Bankshares Capital Trust 1	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company
Ann Bresnahan Hope, Maine USA	Civic Leader	Director	Director	Director	None	None	Trustee, PenBay Healthcare	0.325%
Joanne T. Campbell Camden, Maine USA	----	None	EVP Risk Management	None	None	None	Chair of the Board, Community Housing of Maine	0.138%
Gregory A. Dufour Rockport, Maine USA	----	Director, President & Chief Executive Officer	Director, President & Chief Executive Officer	Director Chair	Administrative Trustee	None	Trustee and Corporate Secretary, PenBay Healthcare Trustee, Maine Health	0.490%
David C. Fianagan Appleton, Maine USA	Retail - Construction products & services Viking Lumber, Inc.	Director	Director	None	None	None	President, Viking Lumber Inc President, Pine Tree Products, Inc. Director, Waldo County Hospital	0.057%
Peter F. Greene Addison, Maine USA	----	None	EVP Operations Officer	None	None	None	None	0.126%
Craig S. Gunderson Fairmouth, Maine USA	Communications Oxford Networks	Director	None	None	None	None	President & CEO, Oxford Networks Chair of the Board, St Mary's Hospital	0.026%
John W. Holmes Belfast, Maine USA	Retail - Fuel services Consumers Fuel Co.	Director	Director	None	None	None	President, Consumers Fuel Co.	0.151%
Deborah A. Jordan, CPA Camden, Maine USA	----	EVP, Chief Financial Officer	EVP, Chief Financial Officer	None	Administrative Trustee	Administrative Trustee	Director, Seven Islands Land Management Co Director, Camden Public Library	0.246%
S. Cathrine Longely Brunswick, Maine USA	Finance and Administration Bowdoin College	Director	None	None	None	None	SVP, Finance and Administration, Treasurer, Bowdoin College Trustee, Wheaton college Director, Maine Employers Mutual Insurance Company	0.017%

FR Y-6 Report
 FYE 12/31/14
 Camden National Corporation
 Camden, Maine

Report Item 4: Insiders

(1) Name & Address	(2) Principal Occupation	(3)(a) Position with Holding Company	(3)(b) Position with Camden National Bank	(3)(b) Position with Acadia Trust, N.A.	(3)(b) Position with Camden Capital Trust A	(3)(b) Position with Union Bankshares Capital Trust 1	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company
Timothy P. Nightingale Rockport, Maine USA	---	None	EVP Senior Lending Officer	None	None	None	Maine Technology Institute Director	0.224%
James H. Page Old Town, Maine USA	University Administration University of Maine Systems	Director	Director	None	None	None	Chancellor, University of Maine Systems	0.024%
June B. Parent Camden, Maine, USA	---	None	EVP Senior Retail Banking Officer	None	None	None	None	0.163%
John M. Rohman Bangor, Maine, USA	Civic Leader	Director	Director	Director	None	None	Trustee, Husson University	0.019%
Robin A. Sawyer Cumberland, Maine USA	Services - Business Services WEX, Inc.	Director	None	None	None	None	VP, Corporate Controller, WEX	0.024%
Karen Stanley Castine, Maine USA	Civic Leader	Director Chair	Director Chair	Director	None	None	Trustee, Maine Coastal Memorial Hospital	0.038%

Principal Shareholder

None



**FR Y-6 Report
 FYE 12/31/13
 Camden National Corporation
 Camden, Maine**

Report Item 4(4)c

Any other company, if 25 percent or more of it's outstanding voting securities or proportionate interest in a partnership are held.

Name of Director, Officer or Principal Shareholder	Description	Percentage
<i>Ann W. Bresnahan</i> Analine Corporation	Corporation	50%
<i>Gregory A. Dufour</i> None		
<i>David C. Flanagan</i> Viking Lumber, Inc. Pine Tree Products, Inc.	Corporation Corporation	46.72% 100%
<i>Craig S. Gunderson</i> None		
<i>John W. Holmes</i> Consumers Fuel Company Baker Avenue Realty	Corporation Real Estate Trust	74% 100%
<i>S. Catherine Longley</i> Zephyr Properties, LLC	LLC, Sole Manager	100%
<i>James H. Page</i> None		
<i>John M. Rohman</i> None		
<i>Robin A. Sawyer</i> Smart-Tech Building Solutions LLC Revocable Trust Allen Avenue Property Management, LLC	LLC / Husband & Wife Trust LLC	100% 100% 100%
<i>Karen W. Stanley</i> Stanley Realty Trust	Real Estate Trust	100%



Results: A list of branches for your holding company: **CAMDEN NATIONAL CORPORATION (1130249) of CAMDEN, ME.**
 The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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.

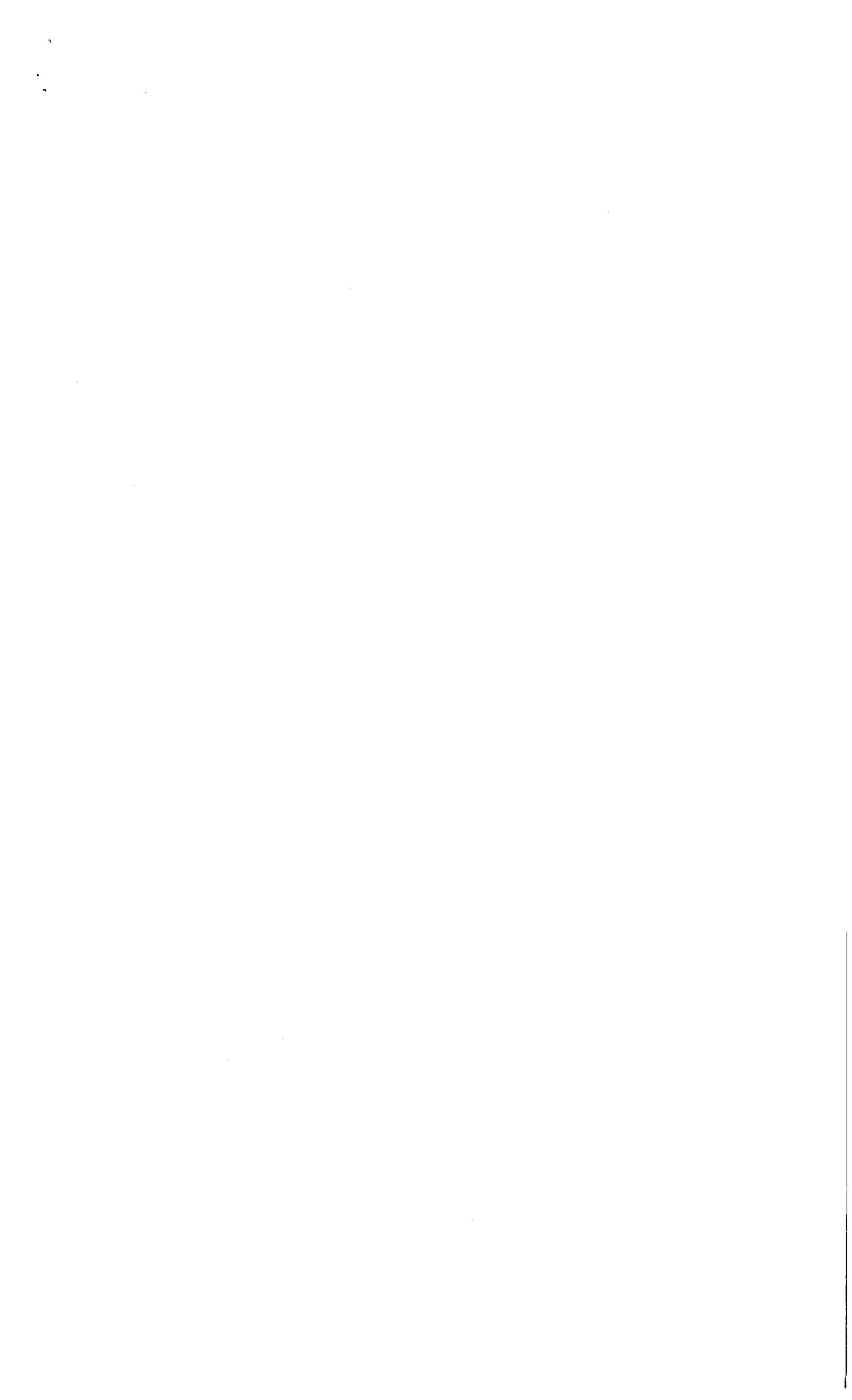
Note:

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
ok		Full Service (Head Office)	593007	CAMDEN NATIONAL BANK	2 ELM STREET	CAMDEN
ok		Full Service	321406	COURT STREET OFFICE	178 COURT STR	AUBURN
ok		Full Service	411709	AUGUSTA CIVIC CENTER BRANCH	127 COMMUNITY DRIVE, SUITE 101	AUGUSTA
ok		Full Service	552808	AUGUSTA MAIN BRANCH	21 ARMORY STREET	AUGUSTA
ok		Full Service	553300	BANGOR STREET BRANCH	38 BANGOR STREET	AUGUSTA

✓ 43



ok		Full Service	103509	BANGOR MALL BRANCH	✓	109 BANGOR MALL BLVD	BANGOR
ok		Full Service	257000	EXCHANGE STREET BRANCH	✓	80 EXCHANGE STREET	BANGOR
ok		Full Service	424905	UNION STREET BRANCH	✓	1176 UNION STREET	BANGOR
ok		Full Service	2594231	BAR HARBOR BRANCH		43 COTTAGE STREET	BAR HARBOR
ok		Full Service	2943697	BELFAST BRANCH		17 BELMONT AVENUE	BELFAST
ok		Full Service	558408	BELFAST OFFICE		156 MAIN STREET	BELFAST
ok		Full Service	280802	BINGHAM OFFICE	✓	312 MAIN STREET	BINGHAM
ok		Full Service	533302	BLUE HILL BRANCH		9 TENNEY HILL	BLUE HILL
ok		Full Service	436805	PARKWAY SOUTH BRANCH	✓	15 PARKWAY SOUTH	BREWER
ok		Full Service	594602	BUCKSPORT OFFICE		90 MAIN STREET	BUCKSPORT
ok		Full Service	437307	CAMDEN SQUARE OFFICE	✓	14 ELM STREET, CAMDEN SQUARE SHOPPING PLAZA	CAMDEN
ok		Full Service	1860331	CASTINE VILLAGE BRANCH		19 WATER STREET	CASTINE
ok		Full Service	493200	CORINTH OFFICE		317 MAIN STREET	CORINTH
ok		Full Service	1462164	DAMARISCOTTA OFFICE		4 COASTAL MARKET PLACE, OLD BUSINESS ROUTE 1	DAMARISCOTTA
ok		Full Service	494104	DOVER-FOXCROFT OFFICE		1083 WEST MAIN STREET	DOVER-FOXCROFT
ok		Full Service	440709	ELLSWORTH BRANCH	✓	3 MYRICK STREET	ELLSWORTH
ok		Full Service	563907	UNION TRUST COMPANY MAIN OFFICE		66 MAIN STREET	ELLSWORTH
ok		Full Service	2029920	GARDINER BRANCH		192 WATER STREET, BOX 892	GARDINER
ok		Full Service	244206	GREENVILLE OFFICE	✓	20 LILY BAY ROAD	GREENVILLE
ok		Full Service	1215342	HAMPDEN OFFICE		58 MAIN ROAD NORTH	HAMPDEN
ok		Full Service	1439791	HERMON OFFICE		2530 RTE 2, HERMAN CORNER	HERMON
ok		Full Service	441201	JONESPORT BRANCH		51 MAIN STREET	JONESPORT
ok		Full Service	3279919	KENNEBUNK OFFICE		108 LAFAYETTE CENTER, LAFAYETTE CENTER	KENNEBUNK
ok		Full Service	3566767	SOUTH AVENUE BRANCH		993 LISBON STREET	LEWISTON
ok		Full Service	506409	MADISON OFFICE		53 MAIN STREET	MADISON
ok		Full Service	532800	MILBRIDGE AGENCY BRANCH		29 MAIN STREET	MILBRIDGE
ok		Full Service	463708	MILO OFFICE		53 MAIN STREET	MILO
ok		Full Service	227508	TOWN HILL BRANCH	✓	1316 STATE HIGHWAY 102	MOUNT DESERT
ok		Full Service	517106	NEWPORT BRANCH		79 MAIN STREET	NEWPORT

ok		Full Service	1902772	OLD TOWN BRANCH	330 MAIN STREET (ROUTE 2)	OLD TOWN
ok		Full Service	4446035	ORONO BRANCH	56 MAIN STREET	ORONO
ok		Full Service	3082249	PORTLAND OFFICE	5 MILK STREET	PORTLAND
ok		Full Service	530301	ROCKLAND OFFICE	300 MAIN STREET	ROCKLAND
ok		Full Service	595104	STONINGTON BRANCH	3 ATLANTIC AVENUE	STONINGTON
ok		Full Service	470603	THOMASTON OFFICE	188 MAIN STREET	THOMASTON
ok		Full Service	529408	ON THE COMMON BRANCH	52 BURKETT ROAD	UNION
ok		Full Service	415202	VINAL HAVEN OFFICE	6 MAIN STREET	VINALHAVEN
ok		Full Service	830672	WALDOBORO MAIN OFFICE	1768 ATLANTIC HWY	WALDOBORO
ok		Full Service	115801	FEDERAL BRANCH	33 MAIN STREET	WATERVILLE

Total

44

te column.

State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ME	04843	KNOX	UNITED STATES	2790	0	CAMDEN NATIONAL BANK	593007	
ME	04210	ANDROSCOGGIN	UNITED STATES	202480	47	CAMDEN NATIONAL BANK	593007	
ME	04330	KENNEBEC	UNITED STATES	202427	50	CAMDEN NATIONAL BANK	593007	
ME	04330	KENNEBEC	UNITED STATES	14287	53	CAMDEN NATIONAL BANK	593007	
ME	04330	KENNEBEC	UNITED STATES	251550	54	CAMDEN NATIONAL BANK	593007	

ME	04401	PENOBSCOT	UNITED STATES	242590	51	CAMDEN NATIONAL BANK	593007
ME	04401	PENOBSCOT	UNITED STATES	Not Required		CAMDEN NATIONAL BANK	593007
ME	04401	PENOBSCOT	UNITED STATES	180742	55	CAMDEN NATIONAL BANK	593007
ME	04609	HANCOCK	UNITED STATES	180753	36	CAMDEN NATIONAL BANK	593007
ME	04915	WALDO	UNITED STATES	278300	39	CAMDEN NATIONAL BANK	593007
ME	04915	WALDO	UNITED STATES	248814	5	CAMDEN NATIONAL BANK	593007
ME	04920	SOMERSET	UNITED STATES	229254	19	CAMDEN NATIONAL BANK	593007
ME	04614	HANCOCK	UNITED STATES	180748	33	CAMDEN NATIONAL BANK	593007
ME	04412	PENOBSCOT	UNITED STATES	245359	52	CAMDEN NATIONAL BANK	593007
ME	04416	HANCOCK	UNITED STATES	232386	8	CAMDEN NATIONAL BANK	593007
ME	04843	KNOX	UNITED STATES	202448	2	CAMDEN NATIONAL BANK	593007
ME	04421	HANCOCK	UNITED STATES	180751	35	CAMDEN NATIONAL BANK	593007
ME	04427	PENOBSCOT	UNITED STATES	202435	24	CAMDEN NATIONAL BANK	593007
ME	04543	LINCOLN	UNITED STATES	202594	9	CAMDEN NATIONAL BANK	593007
ME	04426	PISCATAQUIS	UNITED STATES	180715	25	CAMDEN NATIONAL BANK	593007
ME	04605	HANCOCK	UNITED STATES	180744	29	CAMDEN NATIONAL BANK	593007
ME	04605	HANCOCK	UNITED STATES	4	28	CAMDEN NATIONAL BANK	593007
ME	04345	KENNEBEC	UNITED STATES	2795	44	CAMDEN NATIONAL BANK	593007
ME	04441	PISCATAQUIS	UNITED STATES	248802	27	CAMDEN NATIONAL BANK	593007
ME	04444	PENOBSCOT	UNITED STATES	253698	22	CAMDEN NATIONAL BANK	593007
ME	04402	PENOBSCOT	UNITED STATES	253700	23	CAMDEN NATIONAL BANK	593007
ME	04649	WASHINGTON	UNITED STATES	180747	32	CAMDEN NATIONAL BANK	593007
ME	04043	YORK	UNITED STATES	419577	11	CAMDEN NATIONAL BANK	593007
ME	04240	ANDROSCOGGIN	UNITED STATES	202485	48	CAMDEN NATIONAL BANK	593007
ME	04950	SOMERSET	UNITED STATES	226049	21	CAMDEN NATIONAL BANK	593007
ME	04658	WASHINGTON	UNITED STATES	180745	30	CAMDEN NATIONAL BANK	593007
ME	04463	PISCATAQUIS	UNITED STATES	180720	26	CAMDEN NATIONAL BANK	593007
ME	04660	HANCOCK	UNITED STATES	180750	34	CAMDEN NATIONAL BANK	593007
ME	04953	PENOBSCOT	UNITED STATES	180726	43	CAMDEN NATIONAL BANK	593007

ME	04468	PENOBSCOT	UNITED STATES	248808	49	CAMDEN NATIONAL BANK	593007
ME	04473	PENOBSCOT	UNITED STATES	536385	56	CAMDEN NATIONAL BANK	593007
ME	04101	CUMBERLAND	UNITED STATES	364766	10	CAMDEN NATIONAL BANK	593007
ME	04841	KNOX	UNITED STATES	202449	3	CAMDEN NATIONAL BANK	593007
ME	04681	HANCOCK	UNITED STATES	180746	31	CAMDEN NATIONAL BANK	593007
ME	04861	KNOX	UNITED STATES	202450	4	CAMDEN NATIONAL BANK	593007
ME	04862	KNOX	UNITED STATES	202447	1	CAMDEN NATIONAL BANK	593007
ME	04863	KNOX	UNITED STATES	226058	6	CAMDEN NATIONAL BANK	593007
ME	04572	LINCOLN	UNITED STATES	42855	37	CAMDEN NATIONAL BANK	593007
ME	04901	KENNEBEC	UNITED STATES	8335	45	CAMDEN NATIONAL BANK	593007

