

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, 2015

Month / Day / Year

N/A

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

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.

Signature of Holding Company Director and Official

Date of Signature

3/15/16

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

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

# For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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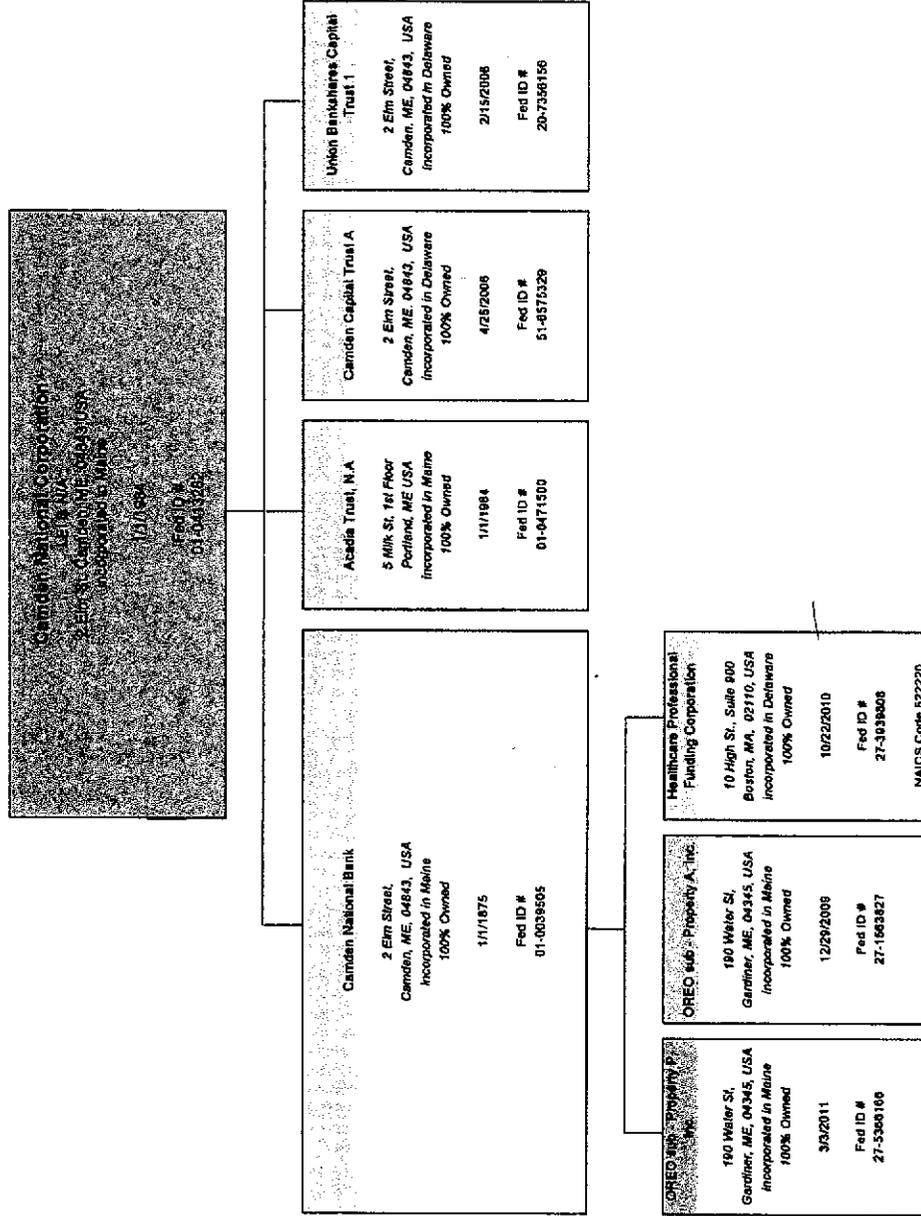
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Physical Location (if different from mailing address)

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FR Y-6 Report  
 FYE 12/31/15  
 Camden National Corporation  
 Camden, Maine

Report Item 2a: Organization Chart



**FR Y-6 Report**  
**FYE 12/31/15**  
**Camden National Corporation**  
**Camden, Maine**

***Report Item 2b: Domestic Branch Listing***

Submitted via e-mail on 3/9/16

**FR Y-6 Report**  
**FYE 12/31/15**  
**Camden National Corporation**  
**Camden, Maine**

***Report Item 1: Annual Report to Shareholders***

SEC registrant (not required)



FR Y-6 Report  
FYE 12/31/15  
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 &amp; Percentage owned</u>
Royce & Associates, LLC New York, NY USA	USA	710,007 6.90% Common Stock
BlackRock Inc. New York, NY USA	USA	501,752 4.88% Common Stock
FMR, LLC Delaware, DE USA	USA	702,210 6.83% Common Stock

**Report Item 3(2): Securities holders**

None

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 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	0.238%
Joanne T. Campbell Camden, Maine USA	-----	None	EVP Risk Management	None	None	None	Chair of the Board, Community Housing of Maine	0.109%
Gregory A. Dufour Rockport, Maine USA	-----	Director, President & Chief Executive Officer	Director, President & Chief Executive Officer	Director Chair	Administrative Trustee	None	Trustee, Coastal Healthcare Alliance Trustee and Vice Chair, Maine Health	0.412%
David C. Flanagan 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	0.045%
Peter F. Greene Addison, Maine USA	-----	None	EVP Operations Officer	None	None	None	None	0.066%
Craig S. Gunderson Falmouth, Maine USA	Communications Oxford Networks	Director	None	None	None	None	President & CEO, Oxford Networks Chair of the Board, St Mary's Hospital	0.022%
Edmund (Mac) Hayden Cumberland, Maine USA	-----	None	EVP Chief Credit Officer	None	None	None	None	0.053%
John W. Holmes Belfast, Maine USA	Retail - Fuel services Consumers Fuel Co.	Director	Director	None	None	None	President, Consumers Fuel Co.	0.112%
Deborah A. Jordan, CPA Camden, Maine USA	-----	EVP, Chief Operating Officer & Chief Financial Officer	EVP, Chief Operating Officer & Chief Financial Officer	None	Administrative Trustee	Administrative Trustee	Director, Seven Islands Land Management Co. Director, Camden Public Library	0.207%
S. Cathine 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	0.023%

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 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 EYP	(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. Nighringale Rockport, Maine USA	-----	None	None	None	None	None	Director, Maine Technology Institute	0.174%
David J Ott Falmouth, Maine USA	Civic Leader	Director	Senior Lending Officer	None	None	None	Director, Maine Machine Products	0.162%
James H. Page Old Town, Maine USA	University Administration University of Maine Systems	Director	None	None	None	None	Chancellor, University of Maine Systems	0.020%
June B. Parent Camden, Maine, USA	-----	None	EVP Senior Retail Banking Officer	None	None	None	None	0.118%
John M. Rohman Bangor, Maine, USA	Civic Leader	Director	Director	Director	None	None	Trustee, Husson University	0.017%
Robin A. Sawyer Cumberland, Maine USA	Services - Business Services WEX, Inc.	Director	None	None	None	None	VP, Corporate Controller, WEX	0.020%
Karen Stanley Castine, Maine USA	Civic Leader	Director Chair	Director Chair	Director	None	None	Trustee, Maine Coastal Memorial Hospital	0.039%
Carl J. Soderberg Carrabou, Maine USA	Construction Soderberg Company, Inc.	Director	Director	None	None	None	President, Soderberg Company, Inc. Owner, Monica Scandinavian Imports Owner, York Street Complex, Inc. Owner, Nordic Properties, Inc. Partner, C.S.S. Development, Inc.	0.326%
Lawrence J. Stiers Belfast, Maine USA	Telecom UniTek, Inc.	Director	None	None	None	None	President, UniTek, Inc.	0.016%

**Principal Shareholder**

None

**FR Y-6 Report  
 FYE 12/31/15  
 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.

<b>Name of Director, Officer or Principal Shareholder</b>	<b>Description</b>	<b>Percentage</b>
<b>Ann W. Bresnahan</b> Analine Corporation	Corporation	50%
<b>Gregory A. Dufour</b> None		
<b>David C. Flanagan</b> Viking Lumber, Inc. Pine Tree Products, Inc.	Corporation Corporation	46.72% 100%
<b>Craig S. Gunderson</b> None		
<b>John W. Holmes</b> Consumers Fuel Company Baker Avenue Realty	Corporation Real Estate Trust	74% 100%
<b>S. Catherine Longley</b> Zephyr Properties, LLC	LLC, Sole Manager	100%
<b>David J. Ott</b> EO Enterprises, LLC Hancock Legacy, LLC	LLC, Member LLC, Member	50% 50%
<b>James H. Page</b> None		
<b>John M. Rohman</b> None		
<b>Robin A. Sawyer</b> Smart-Tech Building Solutions LLC Revocable Trust Allen Avenue Property Management, LLC	LLC / Husband & Wife Trust LLC, Sole Manager	100% 100% 100%
<b>Carl J. Soderberg</b> Soderberg Company Inc. Nordic Properties LLC C.S.S. Development Inc. Monica's Scandinavian Imports	Corporation LLC, Sole Manager Corporation Corporation	100% 100% 50% 75%
<b>Karen W. Stanley</b> None		
<b>Lawrence J. Sterrs</b> Twospring, LLC Unitel Inc 401K plan	Real Estate LLC, Member Trustee	50% 0%