

Botein Matthew
Form 4
March 25, 2011

FORM 4

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

OMB APPROVAL

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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 *
BlackRock Inc.

2. Issuer Name and Ticker or Trading Symbol
NORTHEAST BANCORP /ME/ [NBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
55 EAST 52ND STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

NEW YORK CITY, NY 10022

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

(City) (State) (Zip)

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) | (A) or (D) | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| Common Stock | 03/24/2011 | | M ⁽¹⁾ | 40,502 | A | \$ 13.93 40,502 | I ⁽²⁾ ⁽³⁾ | See Footnotes ⁽²⁾ ⁽³⁾ |
| Common Stock | 03/24/2011 | | D ⁽¹⁾ | 40,502 | D | \$ 14.52 0 | I ⁽²⁾ ⁽³⁾ | See Footnotes ⁽²⁾ ⁽³⁾ |
| Common Stock | 03/24/2011 | | M ⁽¹⁾ | 40,502 | A | \$ 13.93 40,502 | I ⁽²⁾ ⁽⁴⁾ | See Footnotes ⁽²⁾ ⁽⁴⁾ |
| Common Stock | 03/24/2011 | | D ⁽¹⁾ | 40,502 | D | \$ 14.52 0 | I ⁽²⁾ ⁽⁴⁾ | See Footnotes |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Right | \$ 13.93 | 03/24/2011 | | M | | 40,502 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Stock Appreciation Right | \$ 13.93 | 03/24/2011 | | M | | 40,502 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Stock Appreciation Right | \$ 13.93 | 03/24/2011 | | D | | 40,503 | <u>(5)(6)</u> | 12/29/2020 | Common Stock |
| Stock Appreciation Right | \$ 13.93 | 03/24/2011 | | D | | 40,503 | <u>(5)(6)</u> | 12/29/2020 | Common Stock |
| Stock Option (Right to Buy) | \$ 14.52 | 03/24/2011 | | A | | 40,502 | 12/29/2011 ⁽⁷⁾ | 12/29/2020 | Non-vot Common Stock |
| Stock Option (Right to Buy) | \$ 14.52 | 03/24/2011 | | A | | 40,502 | 12/29/2011 ⁽⁷⁾ | 12/29/2020 | Non-vot Common Stock |
| Stock Option (Right to Buy) | \$ 14.52 | 03/24/2011 | | A | | 40,503 | <u>(11)(12)</u> | 12/29/2020 | Non-vot Common Stock |
| Stock Option (Right to Buy) | \$ 14.52 | 03/24/2011 | | A | | 40,503 | <u>(11)(12)</u> | 12/29/2020 | Non-vot Common Stock |
| Stock Appreciation | <u>(13)</u> | 03/24/2011 | | A | | 40,503 | <u>(11)(12)</u> | 12/29/2020 | Common Stock |

Right

Stock

| | | | | | | | |
|--------------|------|------------|---|--------|----------|------------|-----------------|
| Appreciation | (13) | 03/24/2011 | A | 40,503 | (11)(12) | 12/29/2020 | Common Stock |
|--------------|------|------------|---|--------|----------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| BlackRock Inc. 55 EAST 52ND STREET NEW YORK CITY, NY 10022 | X | | | See Remarks |
| BlackRock Investment Management, LLC 100 BELLEVUE PARKWAY WILMINGTON, DE 19809 | X | | | See Remarks |
| Botein Matthew 164 DEAN ROAD BROOKLINE, MA 02445 | X | | | |
| R3 FHB Master LP 40 EAST 52ND STREET NEW YORK CITY, NY 10022 | X | | | See Remarks |

Signatures

/s/ David B. Maryles,
attorney-in-fact

03/25/2011

__Signature of Reporting Person

Date

/s/ David B. Maryles,
attorney-in-fact

03/25/2011

__Signature of Reporting Person

Date

/s/ David B. Maryles,
attorney-in-fact

03/25/2011

__Signature of Reporting Person

Date

/s/ David B. Maryles,
attorney-in-fact

03/25/2011

__Signature of Reporting Person

Date

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) At the time of the award of this stock appreciation right, the right was to become exercisable in equal installments on each of the first five anniversaries of December 29, 2010, and was to expire on December 29, 2020. In connection with the other transactions described herein, Northeast Bancorp (the "Company") modified the right to accelerate the exercisability of the right to March 24, 2011 and cause the right to be exercised for cash on that date.

(2)

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As described in footnotes 3 and 4, these securities were held by and may have been deemed to be beneficially owned by R3 FHB Master, L.P. ("R3 FHB Master"), and may have been deemed to be beneficially owned indirectly by BlackRock, Inc. ("BlackRock"), which is the indirect parent of R3 FHB Master through BlackRock's wholly-owned direct and indirect subsidiaries including BlackRock Investment Management, LLC ("BIM") (which is also the investment advisor to R3 FHB Master). Each reporting person disclaims beneficial ownership of these securities except to the extent of such person's pecuniary interest therein.

- (3) This stock appreciation right was granted to Mr. Botein, a director of the Company and a Managing Director of BlackRock. Under an agreement between Mr. Botein and R3 FHB Master, Mr. Botein held this stock appreciation right for the benefit of R3 FHB Master, which was entitled to any proceeds paid upon the exercise thereof. Consequently, Mr. Botein disclaims beneficial ownership of this stock appreciation right; each of R3 FHB Master, BIM and BlackRock may be deemed an indirect beneficial owner of this stock appreciation right, but disclaims such beneficial ownership except to the extent of its pecuniary interest therein.

- (4) This stock appreciation right was granted to a person affiliated with BlackRock who agreed to hold this stock appreciation right for the benefit of R3 FHB Master, which was entitled to any proceeds paid upon the exercise thereof. Each of R3 FHB Master, BIM and BlackRock may be deemed an indirect beneficial owner of this stock appreciation right, but disclaims such beneficial ownership except to the extent of its pecuniary interest therein. Mr. Botein entirely disclaims beneficial ownership of this stock appreciation right.

- (5) Each of these stock appreciation rights was to become exercisable in three equal tranches based upon the price of the Company's Common Stock exceeding the applicable hurdle price for at least 50 of the previous 75 consecutive trading days (in this footnote, such 50th day, the "Determination Date"), but only after and for so long as the most recent annual assessment of the Company's internal controls completed prior to the applicable Determination Date has concluded that the Company maintained effective internal control over financial reporting (subject to auditor verification, if applicable). The applicable hurdle price for the first tranche of exercisability was: prior to the fifth anniversary of the grant date, \$27.86; between the fifth and sixth anniversaries of the grant date, \$31.34; and between the sixth and seventh anniversaries of the grant date, \$34.83. (Continued in Footnote 6)

- (6) (Continued from Footnote 5) The applicable hurdle price for the second tranche of exercisability was: prior to the sixth anniversary of the grant date, \$31.34; and between the sixth and seventh anniversaries of the grant date, \$34.83. The applicable hurdle price for the third tranche of exercisability was, prior to the seventh anniversary of the grant date, \$34.83.

- (7) Becomes exercisable in equal installments on each of the first five anniversaries of December 29, 2010.

- (8) As described in footnotes 9 and 10, these securities are held by and may be deemed to be beneficially owned by R3 FHB Master, and may be deemed to be beneficially owned indirectly by BlackRock, which is the indirect parent of R3 FHB Master through BlackRock's wholly-owned direct and indirect subsidiaries including BIM (which is also the investment advisor to R3 FHB Master). Each reporting person disclaims beneficial ownership of these securities except to the extent of such person's pecuniary interest therein.

- (9) This right was granted to Mr. Botein, a director of the Company and a Managing Director of BlackRock. Under an agreement between Mr. Botein and R3 FHB Master, Mr. Botein holds this right for the benefit of R3 FHB Master, which is entitled to any proceeds paid or shares, delivered upon the exercise thereof. Consequently, Mr. Botein disclaims beneficial ownership of this right; each of R3 FHB Master, BIM and BlackRock may be deemed an indirect beneficial owner of this right, but disclaims such beneficial ownership except to the extent of its pecuniary interest therein.

- (10) This right was granted to a person affiliated with BlackRock who has agreed to hold this right for the benefit of R3 FHB Master, which is entitled to any proceeds paid or shares, delivered upon the exercise thereof. Each of R3 FHB Master, BIM and BlackRock may be deemed an indirect beneficial owner of this right, but disclaims such beneficial ownership except to the extent of its pecuniary interest therein. Mr. Botein entirely disclaims beneficial ownership of this right.

- (11) Each of these rights shall become exercisable in three equal tranches based upon the price of the Company's Common Stock exceeding the applicable hurdle price for at least 50 of the previous 75 consecutive trading days (in this footnote, such 50th day, the "Determination Date"), but only after and for so long as the most recent annual assessment of the Company's internal controls completed prior to the applicable Determination Date has concluded that the Company maintained effective internal control over financial reporting (subject to auditor verification, if applicable). For purposes of determining the applicable hurdle price, the "measurement date" with respect to the Stock Options is [March 23, 2011] and with respect to the Stock Appreciation Rights is December 29, 2010. (Continued in Footnote 12)

- (12) (Continued from Footnote 11) The applicable hurdle price for the first tranche of exercisability is: prior to the fifth anniversary of the measurement date, \$27.86; between the fifth and sixth anniversaries of the measurement date, \$31.34; and between the sixth and seventh anniversaries of the measurement date, \$34.83. The applicable hurdle price for the second tranche of exercisability is: prior to the sixth anniversary of the measurement date, \$31.34; and between the sixth and seventh anniversaries of the measurement date, \$34.83. The applicable hurdle price for the third tranche of exercisability is, prior to the seventh anniversary of the measurement date, \$34.83.

- (13) This stock appreciation right was issued by the Company in connection with the other transactions described herein, including the reporting persons' surrender of other stock appreciation rights reflected herein. This stock appreciation will be exercised

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automatically, if at all, for the fixed amount of \$0.59 per share, representing the difference between \$13.93, the exercise price of certain stock appreciation rights surrendered by the reporting persons, and \$14.52, the value of a share of the issuer's Common Stock on the date of such surrender.

Remarks:

Mr. Matthew Botein, a director of Northeast Bancorp, is a Managing Director of BlackRock, Inc. On the basis of the relationship

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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