PACIFIC FINANCIAL CORP

Form 4

March 11, 2015

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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 *

BIDDLE DOUGLAS N

(Last) (First)

(Middle)

1101 S. BOONE STREET

(Street)

ABERDEEN, WA 98520-5244

(State)

2. Issuer Name and Ticker or Trading

Symbol

PACIFIC FINANCIAL CORP [pflc.ob]

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

01/30/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Person

5. Amount of

Securities

Director

Applicable Line)

X_ Officer (give title

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(City)

(Zip)

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Beneficially Owned Following (A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

CFO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

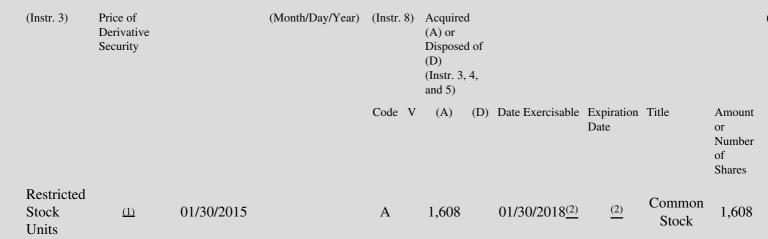
(Instr. 4)

Indirect

Estimated average

burden hours per

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BIDDLE DOUGLAS N 1101 S. BOONE STREET ABERDEEN, WA 98520-5244

Signatures

Douglas N

Biddle 03/11/2015

**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) Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- The restricted stock units vest on third anniversary of grant date, if not previously forfeited. Vested shares will be delivered to the reporting person on the first business day following third anniversary of grant date. Restricted stock units are forfeited if, prior to third anniversary of grant date, the reporting person ceases to be an employee of the issuer for any reason other than an acceleration event, or is placed on probation by the issuer.

CFO

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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