

St. George Mark G.  
Form 4  
April 17, 2019

**FORM 4**

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

OMB APPROVAL

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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 \*  
St. George Mark G.

2. Issuer Name and Ticker or Trading Symbol  
EVANS BANCORP INC [EVBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE GRIMSBY DR.

3. Date of Earliest Transaction (Month/Day/Year)  
04/15/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

President, The Evans Agency

(Street)

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

HAMBURG, NY 14075

(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 04/15/2019                           |  | A                              |   | 550 <sup>(1)</sup> A \$ 0 <sup>(2)</sup>  | 2,146  | D   |
| Common Stock                    | 04/15/2019                           |  | P                              |   | 7.33 <sup>(3)</sup> A \$ 35.84  | 516.54 <sup>(4)</sup>                                    | I by significant other                                |
| Common Stock                    |                                      |  |                                |   |   | 174  | I in trust for daughter                               |

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**

SEC 1474 (9-02)

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 (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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option (right to buy)                      | \$ 36.12   | 04/15/2019                           |  | A                              | 1,330   | 04/15/2020 <sup>(6)</sup> 04/15/2029                     | Common Stock 1,330  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| St. George Mark G.<br>ONE GRIMSBY DR.<br>HAMBURG, NY 14075 |               |           | President, The Evans Agency |       |

## Signatures

/s/Jessica L. Brosius, Attorney in Fact for Mark G. St. George 04/17/2019

\*\*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) The Restricted Stock shall be vested according to the following schedule, 25% of the shares of Common Stock subject to the Restricted Stock Award will vest on each of the first four anniversaries of the date of the award.
- (2) The restricted stock awards were granted under an equity incentive compensation plan maintained by Evans Bancorp Inc., and therefore the reporting person paid no price for the restricted stock awards.
- (3) This number represents 7.33 shares acquired under the Evans Bancorp Inc. Dividend Reinvestment Plan. on April 3, 2019.
- (4) These shares are held by the reporting person's significant other. The reporting person disclaims ownership other than to the extent of his pecuniary interest.
- (5) The option was granted under an equity incentive compensation plan maintained by Evans Bancorp Inc, and therefore the reporting person paid no price for the option.

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(6) The option vests in four equal annual installments of 25% each, beginning on April 15, 2020.

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.