TILLEY JAMES

Form 4

(\$0.50 par value)

September 22, 2005

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **TILLEY JAMES** Issuer Symbol **EVANS BANCORP INC [EVBN]** (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 81 RUTLAND STREET 09/20/2005 below) below) President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BUFFALO, NY 14220 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common Stock 2,066.5368 D (\$0.50 par (1)(2)(3)value) Common Stock $108^{(4)}$ Ι By Wife (\$0.50 par value) Common Stock ITF

Grandson

14.3248 (5) (6) I

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

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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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Incentive Stock Option (Right to Buy)	\$ 22	09/20/2005		A	2,500	<u>(7)</u>	09/19/2015	Common Stock	2,500
Employee Incentive Stock Option (Right to Buy)	\$ 20.25 (<u>8)</u>					(9)	04/18/2013	Common Stock	2,750 (10)

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
TILLEY JAMES 81 RUTLAND STREET BUFFALO, NY 14220	X		President and CEO				
Signatures							
Michelle Baumgarden, Attorne Tilley	ey in Fact	for James	09/22/2005				
**Signature of Reportin		Date					

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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).
- On December 30, 2004, the issuer distributed a 5% stock dividend payable to all holders of record of common stock on December 9, 2004. As a result, the listed owner received 68.777327 additional shares of common stock.
- This number reflects shares acquired through the Employee Stock Purchase Plan as follows: 250 shares July 2, 2004; 283 shares January 5, 2005; 307 shares July 1, 2005.
- (3) This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 26.723346 shares in 2004; 18.212936 shares in April 2005.
- On December 30, 2004, the issuer distributed a 5% stock dividend payable to all holders of record of common stock on December 9, 2004. As a result, the listed owner received 5 additional shares of common stock.
- On December 30, 2004, the issuer distributed a 5% stock dividend payable to all holders of record of common stock on December 9, 2004. As a result, the listed owner received 0.101501 additional shares of common stock.
- This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 0.383622 shares in 2004; 0.193249 shares in April 2005.
- The Options shall be exercisable according to the following schedule: 50% of the shares of Common Stock subject to the Option 1st year after the Date of Grant; and 50% of the shares of Common Stock subject to the Option 18 months after the Date of Grant and thereafter.
 - This Option price was previously reported as an Option for 2,500 shares of Common Stock at an exercise price of \$22.28 per share, but was adjusted to reflect the 5% stock dividend declared by Evans Bancorp, Inc. on November 16, 2004, payable on December 30, 2004 to shareholders of record on December 9, 2004. As a result of the stock dividend, pursuant to the anti-dilution provisions of Evans
- Bancorp, Inc.'s 1999 Stock Option and Long-Term Incentive Plan, the option entitled the reporting person to receive, upon exercise, 250 additional shares of Common Stock for no additional consideration. Also as a result of the 5% stock dividend, the exercise price of the option is adjusted from \$22.28 per share to \$20.25 per share.
- The Options shall be exercisable according to the following schedule: 50% of the shares of Common Stock subject to the Option 1st year after the Date of Grant; and 50% of the shares of Common Stock subject to the Option 2nd year after the Date of Grant and thereafter.
 - This Option was previously reported as an Option for 2500 shares of Common Stock at an exercise price of \$22.28 per share, but was adjusted to reflect the 5% stock dividend declared by Evans Bancorp, Inc. on November 16, 2004, payable on December 30, 2004 to
- (10) shareholders of record on December 9, 2004. As a result of the stock dividend, pursuant to the anti-dilution provisions of Evans Bancorp, Inc.'s 1999 Stock Option and Long-Term Incentive Plan, the Option entitled the reporting person to receive, upon exercise, 250 additional shares of common stock for no additional consideration.
- This number is reflected in Section 9 (Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)) for Employee Incentive Stock Option (Right to Buy) reported as transaction date 09/20/2005.

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.