

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WAYNE RICHARD</u>  (Last) (First) (Middle) <u>C/O NORTHEAST BANCORP</u>  (Street) <u>LEWISTON ME 04240</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHEAST BANCORP /ME/ [ NBN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Voting Common Stock	05/15/2019		J <sup>(1)</sup>		43,334	D	(1)	0	D	
Voting Common Stock	05/15/2019		J <sup>(1)</sup>		264,855	D	(1)	0	I	By Trust <sup>(2)</sup>
Voting Common Stock	05/15/2019		J <sup>(1)</sup>		97,202	D	(1)	0	I	By Trust <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$13.93	05/15/2019		J <sup>(4)</sup>			118,808	12/29/2016	12/29/2020	Voting Common Stock	118,808	(4)	0	D	
Stock Option (Right to Buy)	\$9.38	05/15/2019		J <sup>(4)</sup>			49,589	01/31/2018	01/31/2023	Voting Common Stock	49,589	(4)	0	D	
Stock Option (Right to Buy)	\$13.93	05/15/2019		J <sup>(5)</sup>			118,808	09/19/2017	12/29/2020	Voting Common Stock	118,808	(5)	0	D	

**Explanation of Responses:**

- Disposed of pursuant to the Agreement and Plan of Merger, dated as of January 7, 2019 (the "Merger Agreement"), between Northeast Bancorp (the "Company") and Northeast Bank (the "Bank"). Pursuant to the Merger Agreement, in exchange for each share of Company common stock the reporting person received one share of Bank common stock.
- These shares are owned directly by the Richard Wayne Revocable Trust.
- These shares are owned directly by the Richard Wayne Irrevocable Trust.
- Non-qualified time-based stock option awards granted to the reporting person under the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan. Disposed of pursuant to the Merger Agreement. Pursuant to the Merger Agreement, the stock options were assumed by the Bank and for each outstanding stock option to buy Company common stock the reporting person received one stock option to buy Bank common stock at the same exercise price.
- Non-qualified performance-based stock option awards granted to the reporting person under the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan. Disposed of pursuant to the Merger Agreement. Pursuant to the Merger Agreement, the stock options were assumed by the Bank and for each outstanding stock option to buy Company common stock the reporting person received one stock option to buy Bank common stock at the same exercise price.

/s/ Jean-Pierre Lapointe, 05/16/2019  
Attorney-in-fact

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.