Edgar Filing: MARTIN STEVEN T - Form 4

MARTIN ST Form 4 March 03, 20										
FORM	4 UNITE	Washington, D.C. 20549								PPROVAL 3235-0287
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATH 5. Filed p ^s Section 1	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							Expires: Estimated a burden hou response n	•
(Print or Type R	esponses)									
MARTIN STEVEN T Symbol			Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	(Month/Dav/Year) —				X Director Officer (give below)	ve title 10% Owner Other (specify below)		
				ndment, Date Original tth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any	med on Date, if Day/Year)	Code (Instr. 8)	4. Securiti on(A) or Dis (D) (Instr. 3, 4	sposed and 5 (A) or	of 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)	
Common Stock	03/01/2005			Code V D	Amount 24,820	(D) D	Price \$ 0 (1)	0	D	

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	Transaction of Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 0 <u>(2)</u>	03/01/2005		D		2,000	04/27/2004	04/27/2014	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
MARTIN STEVEN T	Х							
Signatures								

wade D. Thomas, Power of	
Attorney	03/03/2005
**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).

Shares disposed of pursuant to the merger agreement among Banknorth and The Toronto-Dominion Bank (TD) and the reincorporation of Banknorth to Delaware. Pursuant to the merger agreement, common stock of Banknorth was converted into the right to receive a package of consideration consisting of: (i) a number of TD common shares equal to 0.2351 multiplied by the number of shares of Banknorth

- (1) of consideration consisting of. (i) a number of TD common shares equal to 0.2551 initialized by the number of shares of Banknorth common stock owned; (ii) an amount of cash equal to \$12.24 multiplied by the number of shares of Banknorth common stock owned; and (iii) a number of shares of common stock of TD Banknorth Inc. (the successor to Banknorth) equal to 0.49 multiplied by the number of shares of Banknorth common stock owned, plus in each case cash in lieu of any fractional share interests.
- (2) Derivative securities disposed of pursuant to the merger agreement, which provided that options to purchase common stock and stock units of Banknorth were converted into stock options and stock units of TD Banknorth Inc. on a one-for-one basis.

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.