

Schreiber Ed  
Form 4  
March 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Schreiber Ed

2. Issuer Name and Ticker or Trading Symbol  
BANKNORTH GROUP INC/ME [BNk]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
BANKNORTH GROUP  
INC/ME, TWO PORTLAND  
SQUARE

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

(Street)  
PORTLAND, ME 04112

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

(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)
common stock	03/01/2005		D	V Amount \$ 0 (1)	0	D	
Common stock	03/01/2005		D	V Amount \$ 0 (1)	0	I	401(k)/KSOP Trust

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

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SEC 1474 (9-02)

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**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option (right to buy)	\$ 26.15	03/01/2005		D		867	03/26/2002 03/26/2012	common stock	867
stock option (right to buy)	\$ 23.28	03/01/2005		D		5,775	10/22/2002 10/22/2012	common stock	5,775
stock option (right to buy)	\$ 24.62	03/01/2005		D		3,618	05/27/2003 05/27/2013	common stock	3,618
stock option (right to buy)	\$ 28.2	03/01/2005		D		18,090	10/21/2003 10/21/2013	common stock	18,090

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schreiber Ed BANKNORTH GROUP INC/ME TWO PORTLAND SQUARE PORTLAND, ME 04112			Executive Vice President	

## 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).

(1)

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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 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) 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.

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