EVANS BANCORP INC

Form 4

August 31, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

 $3,652.7512 \stackrel{(2)}{=} D$

D

2,615

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(\$0.50 par value)

Common Stock

(\$0.50 par value)

Common Stock

(\$0.50 par value)

(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 **GLASS WILLIAM R** Issuer Symbol **EVANS BANCORP INC [EVBN]** (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify ONE GRIMSBY DRIVE 08/18/2009 below) below) Sr. Vice President (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 HAMBURG, NY 14075 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) 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 1,130 08/18/2009 \$0 D Α 1,130

1

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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)	\$ 12.99	08/18/2009		A	9,970	(3)	08/18/2019	Common Stock	9,970

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GLASS WILLIAM R ONE GRIMSBY DRIVE HAMBURG, NY 14075

Sr. Vice President

Signatures

Michelle A. Baumgarden, Attorney in Fact for William R. Glass

08/31/2009

**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) This number reflects shares acquired under the Evans Bancorp, Inc. Dividend Reinvestment Plan as follows: 88.808581 shares on April 1, 2009. It also reflects shares acquired under the Evans Bancorp, Inc. Employee Stock Purchase Plan as follows: 443 shares on June 30,

Reporting Owners 2

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2009.

(3) The Stock Options shall be exercisable according to the following schedule: 25% of the shares of Common Stock subject to the Stock Option will vest on each of the first four anniversaries of the date of the grant.

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.