

AUBURN NATIONAL BANCORPORATION, INC
 Form 4
 December 02, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 SPENCER EDWARD L JR

2. Issuer Name and Ticker or Trading Symbol
 AUBURN NATIONAL BANCORPORATION, INC [AUBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2015

P. O. BOX 3110
 (Street)

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

AUBURN, AL 36831-3110

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
common stock	12/02/2015		G	D	\$ 0	598,918	D
common stock	12/02/2015		G	A	\$ 0	3,865	I
common stock						18,950	I
common stock						78,845	I

E. L. Spencer, Jr. Foundation
 (1)

spouse

8 year GRAT dated

common stock	20,877	I	12-23-09 ⁽²⁾ 5 year GRAT dated 1-31-11 ⁽³⁾
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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
							Title	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date		

Reporting Owners

Reporting Owner Name / Address	Relationships				Title
	Director	10% Owner	Officer	Other	
SPENCER EDWARD L JR P. O. BOX 3110 AUBURN, AL 36831-3110	X	X			Chairman of Board

Signatures

Edward L.
Spencer, Jr. 12/02/2015

__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) Shares of AUBN common stock are held by the E. L. Spencer, Jr. Foundation, a company in which Mr. Edward L. Spencer, Jr. is President, as to which Mr. Edward L. Spencer, Jr. may be deemed to have shared voting and investment power.

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- (2) Shares of AUBN common stock are held by E. L. Spencer, Jr. Grantor Retained Annuity Trust dated 12-23-09. Mr. Spencer is trustee of the trust and has sole voting and dispositive power with respect to these shares of AUBN common stock.
- (3) Shares of AUBN common stock are held by the E. L. Spencer, Jr. Grantor Retained Annuity Trust dated 1-31-11. Mr. Spencer is trustee of the trust and has sole voting and dispositive power with respect to these shares of AUBN common stock.

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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