

SPENCER EDWARD L JR
 Form 4
 November 16, 2017

FORM 4

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

OMB APPROVAL

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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 Emeritus

(Last) (First) (Middle)
 P. O. BOX 3110
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2017

AUBURN, AL 36831-3110
 (City) (State) (Zip)

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

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 or Disposed of (A) or (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| common stock | 11/13/2017 | | G | V 16,721 A \$ 0 | 665,727 ⁽¹⁾ | D | |
| common stock | 11/13/2017 | | G | V 16,721 D \$ 0 | 34,894 ⁽¹⁾ | I | 8 year GRAT dated 12-23-09 ⁽²⁾ |
| common stock | 11/14/2017 | | G | V 34,894 D \$ 0 | 0 ⁽³⁾ | I | 8 year GRAT dated 12-23-09 ⁽²⁾ |

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- (1) Reflects the distribution of 16,721 shares of AUBN common stock from the trust to Mr. Spencer pursuant to the terms of the trust, which shares are now reflected as directly owned by Mr. Spencer
- (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) Reflects the distribution of 34,894 shares of AUBN common stock from the trust to a 2008 revocable trust for his benefit.
- (4) Shares held by a 2008 revocable trust established for the benefit of the reporting person. The reporting person is the trustee of the trust and has sole voting and dispositive power with respect to these shares.

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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