

SPENCER EDWARD L JR
Form 4
March 16, 2011

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)

(Last) (First) (Middle)
1230 WEST THACH
(Street)
AUBURN, AL 36830
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2011
4. If Amendment, Date Original Filed(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)
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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| common stock | 03/16/2011 | | P | 748 A \$ 19.8 | 364,339 | D | |
| common stock | | | | | 85,154 | I | 3 year GRAT dated 12-23-09 <u>(2)</u> |
| common stock | | | | | 102,361 | I | 5 year GRAT dated 12-23-09 <u>(1)</u> |

| | | | | |
|--------------|--|---------|---|---|
| common stock | | 111,598 | I | 8 year GRAT dated 12-23-09 ⁽³⁾ |
| common stock | | 47,687 | I | 5 year GRAT dated 1-31-11 ⁽⁴⁾ |
| common stock | | 18,300 | I | Spouse |

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

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(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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPENCER EDWARD L JR 1230 WEST THACH AUBURN, AL 36830 | X | X | | |

Signatures

/s/ Edward L
Spencer, Jr 03/16/2011

__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. 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.
- (2) Shares of AUBN common stock are held by the 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 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.
- (4) 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.

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.