

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BlackRock Inc.</u> (Last) (First) (Middle) <u>55 EAST 52ND STREET</u> (Street) <u>NEW YORK CITY NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHEAST BANCORP /ME/ [NBN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Voting Common Stock	02/07/2013		S		58,894	D	\$9	55,952	I	See Footnote ⁽¹⁾
Non-Voting Common Stock	02/07/2013		S		35,106	D	\$9	0	I	See Footnote ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
BlackRock Inc.
 (Last) (First) (Middle)
55 EAST 52ND STREET
 (Street)
NEW YORK CITY NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BlackRock Investment Management, LLC
 (Last) (First) (Middle)
100 BELLEVUE PARKWAY
 (Street)
WILMINGTON DE 19809
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
R3 FHB Master LP
 (Last) (First) (Middle)

40 EAST 52ND STREET

(Street)

NEW YORK CITY NY

10022

(City)

(State)

(Zip)

Explanation of Responses:

1. These securities were held by and may have been deemed to be beneficially owned by R3 FHB Master, L.P. ("R3 FHB Master"), and may have been deemed to be beneficially owned indirectly by BlackRock, Inc. ("BlackRock"), which is the indirect parent of R3 FHB Master through BlackRock's wholly-owned direct and indirect subsidiaries including BlackRock Investment Management, LLC ("BIM") (which is also the investment advisor to R3 FHB Master). Each reporting person disclaims beneficial ownership of these securities except to the extent of such person's pecuniary interest therein.

Remarks:

Mr. Matthew Botein, a director of Northeast Bancorp, is a Managing Director of BlackRock, Inc. On the basis of the relationship between Mr. Botein, on the one hand, and BlackRock and its direct and indirect subsidiaries on the other hand, each reporting person named herein may be deemed a director with respect to Northeast Bancorp for purposes of Section 16 of the Securities Act of 1934 ("Section 16"). No reporting person named herein concedes by filing this statement of changes in beneficial ownership that such reporting person is subject to Section 16 with respect to Northeast Bancorp.

/s/ David B. Maryles, attorney- 02/11/2013
in-fact

/s/ David B. Maryles, attorney- 02/11/2013
in-fact

/s/ David B. Maryles, attorney- 02/11/2013
in-fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.