SUSSEX BANCORP Form 4 July 25, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Musilli Charles A			2. Issue Symbol	er Name ar	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer					
			SUSSE	EX BANG	CORP [SBBX]	(((Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	of Earliest 7	Fransaction						
			(Month/	Day/Year)		_X_ Director	r	10% Owner			
		399	07/23/2	2014		Officer (below)	(give titlebelo	Other (specify w)			
Musilli Charles A (Last) (First) (Middle) C/O SUSSEX BANCORP, 399 ROUTE 23 (Street) FRANKLIN, NJ 07416 (City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Do Security (Month/Day/Year) Execution			4. If Am	endment, I	Date Original	6. Individual or Joint/Group Filing(Check					
ED ANIVI I	N NI 07416		Filed(Mo	onth/Day/Ye	ar)	Applicable Lin _X_ Form filed Form filed		_			
FRANKLI	N, NJ 0/410					Person					
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities A	cquired, Dispos	ed of, or Ben	eficially Owned			
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution	Date, if	Transactio	or(A) or Disposed of	Securities	Ownership	Indirect Benefici			
(Instr. 3)		any		Code	(D)	Beneficially	Form:	Ownership			

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	07/23/2014		A	177.14 (1)	A	\$0	177.14	I	by Director Deferred Compensation Agreement	

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Number Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
							Expiration		Number		
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Musilli Charles A C/O SUSSEX BANCORP, 399 ROUTE 23 X FRANKLIN, NJ 07416

Signatures

Linda Kuipers, 07/25/2014 Attorney-in-Fact

**Signature of Reporting Person

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).

These shares represent phantom stock units issued pursuant to the Company's Amended and Restated Directors Deferred Compensation (1) Agreement due to the deferral of director's fees earned by the reporting person. Each share of phantom stock is payable in one share of common stock upon the reporting person's termination of service as a director.

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.

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