SUSSEX BANCORP

Form 4

February 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Musilli Charles A

2. Issuer Name and Ticker or Trading Symbol

SUSSEX BANCORP [SBBX]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable) X_ Director

10% Owner

C/O SUSSEX BANCORP, 399

(Month/Day/Year) 02/25/2015

below)

Other (specify Officer (give title

ROUTE 23

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

FRANKLIN, NJ 07416

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Ownership Securities Beneficially Form: Owned Direct (D) Following or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D)

Reported (I) Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Ι

Common Stock

02/25/2015

23.92 \$0 325.59 A (1)

Price

by Director Deferred Compensation Agreement

Common Stock

1,000 D

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security			Acquired							Follo
	·		(A) or								Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
		4, and 5)									
									A		
									Amount		
				Date	Expiration		or				
						Exercisable Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

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

Signatures

Linda Kuipers, 02/27/2015 Attorney-in-Fact

**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).

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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