

NORTHEAST BANCORP /ME/
Form SC 13D/A
June 27, 2003

OMB APPROVAL

OMB NUMBER: 3235-0145
EXPIRES: OCTOBER 31, 1997
ESTIMATED AVERAGE BURDEN
HOURS PER RESPONSE.....14.90

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)*

Northeast Bancorp

(NAME OF ISSUER)

Common Stock, par value \$ 1.00 per share

(TITLE OF CLASS OF SECURITIES)

663904100
(CUSIP NUMBER)

Mr. Terry Maltese, Sandler O'Neill Asset Management LLC,
780 Third Avenue, 30th Floor, New York, NY 10017 (212) 486-7300

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS)

June 17, 2003

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

IF THE FILING PERSON HAS PREVIOUSLY FILED A STATEMENT ON SCHEDULE 13G TO REPORT THE ACQUISITION WHICH IS THE SUBJECT OF THIS SCHEDULE 13D, AND IS FILING THIS SCHEDULE BECAUSE OF RULE 13D-1(b)(3) OR (4), CHECK THE FOLLOWING BOX [] .

NOTE: SIX COPIES OF THIS STATEMENT, INCLUDING ALL EXHIBITS, SHOULD BE FILED WITH THE COMMISSION. SEE RULE 13d-1(a) FOR OTHER PARTIES TO WHOM COPIES ARE TO BE SENT.

* THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND

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FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED ON THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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EXHIBIT INDEX LOCATED ON PAGE ____

SEC 1746 (12-91)

SCHEDULE 13D

-----		-----	
CUSIP NO.	663904100	PAGE	2 OF
0			
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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Sandler O'Neill Asset Management, LLC		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		

3	SEC USE ONLY		

4	SOURCE OF FUNDS* 00		

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		

6	CITIZEN OR PLACE OF ORGANIZATION New York		

7	SOLE VOTING POWER		

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8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 150,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
150,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
150,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.7%

14 TYPE OF REPORTING PERSON*
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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SCHEDULE 13D

CUSIP NO. 663904100
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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SOAM Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
	8	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		103,800
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER
		103,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

103,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.9%

14 TYPE OF REPORTING PERSON*

00

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SCHEDULE 13D

CUSIP NO. 663904100
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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Malta Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

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	8	SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		19,700	
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		19,700	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	19,700		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	0.7%		
14	TYPE OF REPORTING PERSON*		
	PN		

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1	NAME OF REPORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Malta Hedge Fund, L.P.		

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF
SHARES BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

11,800

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

11,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 Malta Hedge Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 SOURCE OF FUNDS*

 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)

6 CITIZEN OR PLACE OF ORGANIZATION

 Delaware

7 SOLE VOTING POWER

8 SHARED VOTING POWER

NUMBER OF
SHARES BENEFICIALLY 72,300

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OWNED BY EACH
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

72,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.7%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Malta Offshore, Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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3	SEC USE ONLY
4	SOURCE OF FUNDS* WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6	CITIZEN OR PLACE OF ORGANIZATION Cayman Islands
	7 SOLE VOTING POWER
	8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	46,200
	9 SOLE DISPOSITIVE POWER
	10 SHARED DISPOSITIVE POWER
	46,200
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 46,200
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.8%
14	TYPE OF REPORTING PERSON* CO

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SCHEDULE 13D

CUSIP NO. 0	663904100	PAGE	8	OF
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Terry Maltese			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
3	SEC USE ONLY			
4	SOURCE OF FUNDS* 00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)			
6	CITIZEN OR PLACE OF ORGANIZATION USA			
	7	SOLE VOTING POWER		
	8	SHARED VOTING POWER		
NUMBER OF SHARES BENEFICIALLY		150,000		

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OWNED BY EACH
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
 150,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 150,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.7%

14 TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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This Amendment No. 3 to Schedule 13D relating to Northeast Bancorp (the "Issuer") is being filed on behalf of the undersigned to amend Amendment No. 2 to the Schedule 13D dated September 24, 2002, Amendment No. 1 to the Schedule 13D dated March 7, 2002 and the Schedule 13D dated April 20, 2001 (the "Schedule 13D"). Terms defined in the Schedule 13D and not defined herein have the same meaning as in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of the Schedule 13D is hereby amended in its entirety to read as follows:

(a) This statement is being filed by (i) Sandler O'Neill Asset Management LLC, a New York limited liability company ("SOAM"), with respect to shares of Common Stock beneficially owned by Malta Hedge Fund, L.P., a Delaware limited partnership ("MHF"), Malta Partners II, L.P., a Delaware limited partnership

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("MPII"), Malta Hedge Fund II, L.P., a Delaware limited partnership ("MHFII"), and Malta Offshore, Ltd., a Cayman Islands company ("MO") (ii) SOAM Holdings, LLC, a Delaware limited liability company ("Holdings"), with respect to shares of Common Stock beneficially owned by MHF, MPII and MHFII, (iii) MHF, with respect to shares of Common Stock beneficially owned by it, (iv) MPII, with respect to shares of Common Stock beneficially owned by it, (v) MHFII, with respect to shares of Common Stock beneficially owned by it, (vi) MO, with respect to shares of Common Stock beneficially owned by it, and (vii) Terry Maltese, with respect to shares of Common Stock beneficially owned by MHF, MPII, MHFII and MO. The foregoing persons are hereinafter sometimes referred to collectively as the "Reporting Persons" and MHF, MPII and MHFII are sometimes collectively referred to herein as the "Partnerships." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The sole general partner of each of the Partnerships is Holdings, and administrative and management services for the Partnerships are provided by SOAM. SOAM also provides management services to MO. The managing member and President of Holdings and SOAM is Mr. Maltese. In his capacity as managing member and President of Holdings and SOAM, Mr. Maltese exercises voting and dispositive power over all shares of Common Stock beneficially owned by MHF, MPII, MHFII, MO, SOAM and Holdings. The non-managing member of Holdings and SOAM is 2 WTC LLC, a New York limited liability company ("2WTC").

(b) The address of the principal offices of each of MHF, MPII, MHFII, Holdings and SOAM and the business address of Mr. Maltese is Sandler O'Neill Asset Management LLC, 780 Third Avenue, 30th Floor, New York, New York 10017. The address of the principal offices of MO is c/o Hemisphere Fund Managers Limited, Harbour Centre, Third Floor, George Town, Grand Cayman, Cayman Islands, British West Indies. The address of the principal offices of 2WTC is c/o Sandler O'Neill & Partners, L.P., 919 Third Avenue -- 6th Floor, New York, New York 10022.

(c) The principal business of MHF, MPII and MHFII is that of private partnerships engaged in investment in securities for its own account. The principal business of MO is that of investment in securities for its own account. The principal business of Holdings is that of acting as general partner for the Partnerships. The principal business of SOAM is that of providing administrative and management services to the Partnerships and management services to MO. The present principal occupation or employment of Mr. Maltese is President of SOAM and Holdings. The principal business of 2WTC is investing in Holdings and SOAM.

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(d) During the last five years, none of MHF, MPII, MHFII, MO, Holdings, SOAM, 2WTC or Mr. Maltese has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of MHF, MPII, MHFII, MO, Holdings, SOAM, 2WTC or Mr. Maltese has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Maltese is a U.S. citizen.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS.

The net investment cost (including commissions, if any) of the shares of Common Stock held by MHF, MPII, MHFII and MO is \$111,558, \$183,407, \$703,543, and \$578,079, respectively. Such shares were purchased with the investment capital of the respective entities.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended in its entirety to read as follows:

The purpose for which the Common Stock was acquired by the Reporting Persons is for investment. As such, in the ordinary course of their business, the Reporting Persons will continuously evaluate the financial condition, results of operations, business and prospects of the Issuer, the securities markets in general and the market for the Common Stock in particular, conditions in the economy and the financial institutions industry generally and other investment opportunities, all with a view to determining whether to hold, decrease or increase its investment in the Common Stock, through open market, privately negotiated or any other transactions. In the ordinary course of evaluating its investment, representatives of the Reporting Persons may from time to time seek to (or be invited to) discuss the business and policies of the Issuer with the management of the Issuer. However, none of the Reporting Persons has any plan or proposal as of the date hereof which would relate to or result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Based upon an aggregate of 2,646,827 shares of Common Stock outstanding, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, as of the close of business on June 17, 2003:

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- (i) MHF beneficially owned 11,800 shares of Common Stock, constituting approximately 0.5% of the shares outstanding.
- (ii) MPII beneficially owned 19,700 shares of Common Stock, constituting approximately 0.7% of the shares outstanding.
- (iii) MHFII beneficially owned 72,300 shares of Common Stock, constituting approximately 2.7% of the shares outstanding.
- (iv) MO beneficially owned 46,200 shares of Common Stock, constituting approximately 1.8% of the shares outstanding.
- (v) SOAM owned directly no shares of Common Stock. By reason of its position as management company for MHF, MPII, MHFII and MO, under the provisions of Rule 13d-3, SOAM may be deemed to beneficially own the 11,800 shares owned by MHF, the 19,700 shares owned by

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MPII, the 72,300 shares owned by MHFII and the 46,200 shares owned by MO, or an aggregate of 150,000 shares of Common Stock, constituting approximately 5.7% of the shares outstanding.

- (vi) Holdings owned directly no shares of Common Stock. By reason of its position as general partner of MHF, MPII and MHFII, under the provisions of Rule 13d-3 of the Securities and Exchange Commission ("Rule 13d-3"), Holdings may be deemed to beneficially own the 11,800 shares owned by MHF, the 19,700 shares owned by MPII, and the 72,300 shares owned by MHFII, or an aggregate of 103,800 shares of Common Stock, constituting approximately 3.9% of the shares outstanding.
- (vii) Mr. Maltese directly owned no shares of Common Stock. By reason of his position as President of Holdings and SOAM, Mr. Maltese may be deemed to beneficially own the 11,800 shares owned by MHF, the 19,700 shares owned by MPII, the 72,300 shares owned by MHFII and the 46,200 shares owned by MO, or an aggregate of 150,000 shares of Common Stock, constituting approximately 5.7% of the shares outstanding.
- (viii) In the aggregate, the Reporting Persons beneficially own an aggregate of 150,000 shares of Common Stock, constituting approximately 5.7% of the shares outstanding.
- (ix) 2WTC directly owned no shares of Common Stock.

(b) The Partnerships each have the power to dispose of and to vote the shares of Common Stock beneficially owned by it, which power may be exercised by its general partner, Holdings. Holdings is a party to a management agreement with SOAM pursuant to which SOAM shares the power to dispose of and to vote the shares of Common Stock beneficially owned by Holdings. MO has the power to dispose of and to vote the shares of Common Stock beneficially owned by it. MO is a party to a management agreement with SOAM pursuant to which SOAM shares the power to dispose of and to vote the shares of Common Stock beneficially owned by MO. Mr. Maltese, as President and managing member of Holdings and SOAM, shares the power to dispose of and to vote the shares of Common Stock beneficially owned by the other Reporting Persons.

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(c) During the sixty days prior to June 17, 2003, MHF effected the following transactions in the Common Stock in open market transactions with brokers:

Date	Action	Number of Shares	Price per Share
----	-----	-----	-----
06/17/03	Sold	3,100	\$16.24
06/16/03	Sold	2,000	\$16.14
06/12/03	Sold	200	\$16.09

During the sixty days prior to June 17, 2003, MPII effected the following transactions in the Common Stock in open market transactions with brokers:

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Date	Action	Number of Shares	Price per Share
----	-----	-----	-----
06/17/03	Sold	5,200	\$16.24
06/16/03	Sold	3,300	\$16.14
06/12/03	Sold	400	\$16.09

During the sixty days prior to June 17, 2003, MHFII effected the following transactions in the Common Stock in open market transactions with brokers:

Date	Action	Number of Shares	Price per Share
----	-----	-----	-----
06/17/03	Sold	19,400	\$16.24
06/16/03	Sold	12,000	\$16.14
06/12/03	Sold	1,300	\$16.09

During the sixty days prior to June 17, 2003, MO effected the following transactions in the Common Stock in open market transactions with brokers:

Date	Action	Number of Shares	Price per Share
----	-----	-----	-----
06/17/03	Sold	12,300	\$16.24
06/16/03	Sold	7,700	\$16.14
06/12/03	Sold	800	\$16.09

(d) Not applicable.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended in its entirety to read as follows:

Exhibit 1 Written Agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(f)(1) of the Securities and Exchange Commission

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 25, 2003

MALTA PARTNERS II, L.P.
By: SOAM Holdings, LLC,
the sole general partner

MALTA HEDGE FUND, L.P.
By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese

Terry Maltese
President

By: /s/ Terry Maltese

Terry Maltese
President

MALTA OFFSHORE, LTD.
By: Sandler O'Neill
Asset Management LLC

MALTA HEDGE FUND II, L.P.
By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese

Terry Maltese
President

By: /s/ Terry Maltese

Terry Maltese
President

MALTA HOLDINGS, LLC

SANDLER O'NEILL ASSET
MANAGEMENT LLC

By: /s/ Terry Maltese

Terry Maltese
President

By: /s/ Terry Maltese

Terry Maltese
President

Terry Maltese

By: /s/ Terry Maltese

Terry Maltese

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EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(f) (1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: June 25, 2003

MALTA PARTNERS II, L.P.
By: SOAM Holdings, LLC,
the sole general partner

MALTA HEDGE FUND II, L.P.
By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese

Terry Maltese
President

By: /s/ Terry Maltese

Terry Maltese
President

MALTA OFFSHORE, LTD.
By: Sandler O'Neill Asset
Management LLC

SANDLER O'NEILL ASSET
MANAGEMENT LLC

By: /s/ Terry Maltese

Terry Maltese
President

By: /s/ Terry Maltese

Terry Maltese
President

SOAM HOLDINGS, LLC

TERRY MALTESE

By: /s/ Terry Maltese

Terry Maltese
President

/s/ Terry Maltese

Terry Maltese

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MALTA HEDGE FUND, L.P.

By: SOAM Holdings, LLC,
the sole general partner

By: /s/ Terry Maltese

Terry Maltese
President

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