

HOWELL CHARLES F

Form 4

December 12, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWELL CHARLES F

2. Issuer Name **and** Ticker or Trading
Symbol
PATRIOT NATIONAL BANCORP
INC [PNBK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & Vice Chairman

C/O PATRIOT NATIONAL
BANK, 900 BEDFORD STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

STAMFORD, CT 06901

(City) (State) (Zip)

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		
Common Stock ⁽¹⁾	12/08/2005		M		10,000	A	\$ 7.08	47,420	D
Common Stock ⁽¹⁾	12/08/2005		D		10,000	D	\$ 21.01	37,420	D
Common Stock ⁽¹⁾	12/08/2005		M		7,500	A	\$ 8.28	44,920	D
Common Stock ⁽¹⁾	12/08/2005		D		7,500	D	\$ 21.01	37,420	D
Common Stock ⁽¹⁾	12/08/2005		M		5,000	A	\$ 9.84	42,420	D

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Common Stock <u>(1)</u>	12/08/2005	D	5,000	D	\$ 21.01	37,420	D
Common Stock <u>(1)</u>	12/08/2005	M	2,500	A	\$ 11.9	39,920	D
Common Stock <u>(1)</u>	12/08/2005	D	2,500	D	\$ 21.01	37,420	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights	\$ 7.08	12/08/2005		M	10,000	12/31/2004 12/31/2010	Common Stock <u>(1)</u> 10,000
Stock Appreciation Rights	\$ 8.28	12/08/2005		M	7,500	12/31/2002 12/31/2011	Common Stock <u>(1)</u> 7,500
Stock Appreciation Rights	\$ 9.84	12/08/2005		M	5,000	12/31/2003 12/31/2012	Common Stock <u>(1)</u> 5,000
Stock Appreciation Rights	\$ 11.9	12/08/2005		M	2,500	12/31/2004 12/31/2013	Common Stock <u>(1)</u> 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL CHARLES F C/O PATRIOT NATIONAL BANK	X		President & Vice Chairman	

900 BEDFORD STREET
STAMFORD, CT 06901

Signatures

/s/ Charles F. Howell by POA William W.
Bouton III

12/12/2005

____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).

Represents exercise of Stock Appreciation Rights granted pursuant to employment agreement dated October 23, 2000 in lieu of stock
(1) options not available at that time. No shares of common stock were actually traded. The transactions on Table II are the same as those shown on Table I.

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

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