

WATKINS SARA E
Form 4
December 17, 2004

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WATKINS SARA E

2. Issuer Name and Ticker or Trading Symbol
SANDY SPRING BANCORP INC
[SASR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Vice Pres. of the Bank

WATKINS, SARA E., 17801
GEORGIA AVENUE

(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

OLNEY, MD 20832

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 5,763 ⁽¹⁾ | D | |
| Common Stock | | | | | 2,854 ⁽²⁾ | I | 401K |
| Common Stock | | | | | 700 ⁽³⁾ | I | Employee Stock Purchase Plan |

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

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SEC 1474
(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 (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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 14.54 | | | | | 12/13/2000 12/13/2010 | Common Stock | 3,750 |
| Stock Options (Right to buy) | \$ 16.42 | | | | | 12/17/1997 12/17/2007 | Common Stock | 3,000 |
| Stock Options (Right to buy) | \$ 17.21 | | | | | 12/15/1999 12/15/2009 | Common Stock | 2,400 |
| Stock Options (Right to buy) | \$ 20.33 | | | | | 12/16/1998 12/16/2008 | Common Stock | 1,500 |
| Stock Options (Right to buy) | \$ 31.25 | | | | | 12/11/2002 12/11/2012 | Common Stock | 4,700 |
| Stock Options (Right to buy) | \$ 32.25 | | | | | 12/21/2001 12/21/2011 | Common Stock | 3,000 |
| Stock Options (Right to buy) | \$ 38 | 12/15/2004 | | A | 6,050 | 12/15/2004 12/15/2014 | Common Stock | 6,050 |

buy)

Stock

Options (Right to buy) \$ 38.91

12/17/2003 12/17/2013 Common Stock 5,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WATKINS SARA E WATKINS, SARA E. 17801 GEORGIA AVENUE OLNEY, MD 20832 | | | Exec. Vice Pres. of the Bank | |

Signatures

/s/ Theresa A. Cornish
by POA 12/17/2004

__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).
- (1) Includes voluntarily reported shares acquired via dividend reinvestment through 12/31/03.
- (2) Voluntary reporting of 401K/profit sharing plan shares through 12/31/03.
- (3) Voluntary reporting of employee stock purchase plan shares through 12/31/03.

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.