

BRYN MAWR BANK CORP
Form 4
March 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
KEEFER JOSEPH G

(Last) (First) (Middle)

BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRYN MAWR BANK CORP [BMTC]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 5,689.278 | I | Held in 401 (K) Plan |
| Common Stock | 03/07/2008 | | M | | 1,000 | A | \$ 12.25 |
| Common Stock | 03/07/2008 | | S | | 1,000 | D | \$ 19.80 |
| Common Stock | 03/10/2008 | | M | | 1,500 | A | \$ 12.25 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----|---|
| Common Stock | 03/10/2008 | S | 1,000 | D | \$ 19.8 | 500 | D |
| Common Stock | 03/10/2008 | S | 500 | D | \$ 19.58 | 0 | 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 Securities (Instr. 3 and 4) | Amount or Number of Share | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 12.25 | 03/07/2008 | | M | 1,000 | 04/24/1998 | 04/24/2008 | Common Stock | 1,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 13.2188 | | | | | 04/20/2000 | 04/20/2009 | Common Stock | 3,200 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 10.5 | | | | | 05/19/2001 | 05/19/2010 | Common Stock | 2,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 15.15 | | | | | 06/22/2002 ⁽²⁾ | 06/22/2011 | Common Stock | 5,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 18.315 | | | | | 05/17/2003 ⁽³⁾ | 05/17/2012 | Common Stock | 6,000 |

| | | | | | | | | | | | |
|---|----------|------------|--|---|-------|---------------------------|------------|-----------------|--------|--|--|
| Purchase Common Stock <u>(1)</u> | | | | | | | | | | | |
| Options to Purchase Common Stock <u>(1)</u> | \$ 17.85 | | | | | 05/16/2004 ⁽⁴⁾ | 05/16/2013 | Common Stock | 9,000 | | |
| Options to Purchase Common Stock <u>(1)</u> | \$ 20.47 | | | | | 04/23/2005 ⁽⁵⁾ | 04/23/2014 | Common Stock | 10,000 | | |
| Options to Purchase Common Stock <u>(6)</u> | \$ 18.91 | | | | | 05/12/2005 | 05/12/2015 | Common Stock | 15,000 | | |
| Options to Purchase Common Stock <u>(6)</u> | \$ 21.21 | | | | | 12/12/2005 | 12/12/2015 | Common Stock | 12,000 | | |
| Options to Purchase Common Stock <u>(8)</u> | \$ 22 | | | | | 08/29/2008 ⁽⁷⁾ | 08/29/2017 | Common Stock | 9,000 | | |
| Options to Purchase Common Stock | \$ 12.25 | 03/10/2008 | | M | 1,500 | 04/24/1998 | 04/24/2008 | Common Stock | 1,500 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KEEFER JOSEPH G BRYN MAWR BANK CORPORATION 801 LANCASTER AVENUE BRYN MAWR, PA 19010 | | | EVP | |

Signatures

Joseph G.
Keefer

03/10/2008

 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) Acquired in a Transaction exempt under Rule 16b-3
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 6/22/02 and on each 6/22 thereafter until the options are fully exercisable.
- (3) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 5/17/03 and on each 5/17 thereafter until the options are fully exercisable.
- (4) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.
- (5) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.
- (6) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (7) These options become exercisable over a five (5) year period in 20% increments starting on 08/29/2008 and on each 08/29 thereafter until the options are fully exercisable.
- (8) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.

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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