

Halberstadt Geoffrey L
 Form 5
 February 14, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Halberstadt Geoffrey L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

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

801 LANCASTER AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRYN MAWR, PA 19010

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 546.404 ⁽¹¹⁾ | I | Held in 401(k) Plan |

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Options to Purchase Common Stock | \$ 15.15 | 12/16/2010 | Â | M4 | Â | 2,000 | 06/22/2002 ⁽²⁾ | 06/22/2011 | Common Stock | 2,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 18.315 | Â | Â | Â | Â | Â | 05/17/2003 ⁽³⁾ | 05/17/2012 | Common Stock | 2,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 17.85 | Â | Â | Â | Â | Â | 05/16/2004 ⁽⁴⁾ | 05/16/2013 | Common Stock | 5,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 20.47 | Â | Â | Â | Â | Â | 04/23/2005 ⁽⁵⁾ | 04/23/2014 | Common Stock | 5,000 |
| Options to Purchase Common Stock | \$ 18.91 | Â | Â | Â | Â | Â | 05/12/2005 ⁽⁶⁾ | 05/12/2015 | Common Stock | 7,000 |
| Options to Purchase Common Stock | \$ 21.21 | Â | Â | Â | Â | Â | 12/12/2005 ⁽⁶⁾ | 12/12/2015 | Common Stock | 6,000 |
| Options To Purchase Common Stock ⁽⁷⁾ | \$ 22 | Â | Â | Â | Â | Â | 08/29/2008 ⁽⁸⁾ | 08/29/2017 | Common Stock | 4,000 |

| | | | | | | | | | | |
|---|----------|---|---|---|---|---|----------------------------|------------|--------------|----|
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 24.27 | Â | Â | Â | Â | Â | 08/18/2009 ⁽⁹⁾ | 08/18/2018 | Common Stock | 4, |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 18.27 | Â | Â | Â | Â | Â | 08/21/2010 ⁽¹⁰⁾ | 08/21/2009 | Common Stock | 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Halberstadt Geoffrey L 801 LANCASTER AVENUE BRYN MAWR, PA 19010 | Â | Â | Â Secretary | Â |

Signatures

Geoffrey L. Halberstadt 02/14/2011

 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 06/16/05.
- (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 were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan
- (8) These options become exercisable over a five (5) year period in 20% increments starting on 8/29/08 and on each 8/29 thereafter until the options are fully exercisable.
- (9) These options become exercisable over a five (5) year period in 20% increments starting on 8/18/2009 and on each 8/18 thereafter until the options are fully exercisable.
- (10) These options become exercisable over a five (5) year period in 20% increments starting on 8/21/2010 and on each 8/21 thereafter until the options are fully exercisable.
- (11) This information is based on a plan statement dated 12/31/2010.

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

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