

KEEFER JOSEPH G
Form 5
February 09, 2009

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 *
KEEFER JOSEPH G

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)
12/31/2008

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

BRYN MAWR BANK CORPORATION, 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 | 5,831.151 | 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)

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 10.5 | Â | Â | Â | Â Â | 05/19/2001 05/19/2010 | Common Stock 2,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 15.15 | Â | Â | Â | Â Â | 06/22/2002 ⁽²⁾ 06/22/2011 | Common Stock 5,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 18.315 | Â | Â | Â | Â Â | 05/17/2003 ⁽³⁾ 05/17/2012 | Common Stock 6,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 17.85 | Â | Â | Â | Â Â | 05/16/2004 ⁽⁴⁾ 05/16/2013 | Common Stock 9,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 20.47 | Â | Â | Â | Â Â | 04/23/2005 ⁽⁵⁾ 04/23/2014 | Common Stock 10,000 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 18.91 | Â | Â | Â | Â Â | 05/12/2005 05/12/2015 | Common Stock 15,000 |
| Options to | \$ 21.21 | Â | Â | Â | Â Â | 12/12/2005 12/12/2015 | Common Stock 12,000 |

Purchase
Common
Stock ⁽⁶⁾

Options
to

| | | | | | | | | | | |
|----------|-------|---|---|---|---|---|---------------------------|------------|-----------------|-------|
| Purchase | \$ 22 | Â | Â | Â | Â | Â | 08/29/2008 ⁽⁷⁾ | 08/29/2017 | Common Stock | 9,000 |
|----------|-------|---|---|---|---|---|---------------------------|------------|-----------------|-------|

Options
to

| | | | | | | | | | | |
|----------|----------|---|---|---|---|---|---------------------------|------------|-----------------|-------|
| Purchase | \$ 24.27 | Â | Â | Â | Â | Â | 08/18/2009 ⁽⁹⁾ | 08/18/2018 | Common Stock | 9,000 |
|----------|----------|---|---|---|---|---|---------------------------|------------|-----------------|-------|

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 | Â | Â | Â EVP | Â |

Signatures

Joseph G.
Keefeer

02/09/2009

**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.
- (9) The 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.

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