

PETERS FREDERICK C II  
 Form 4  
 February 09, 2012

**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 \*  
 PETERS FREDERICK C II

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)  
 BRYN MAWR BANK  
 CORPORATION, 801  
 LANCASTER AVENUE

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/08/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and Chairman

(Street)  
 BRYN MAWR, PA 19010

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

(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)
Common Stock				(A) or (D) Code V Amount Price	13,700	I	The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover IRA

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Common Stock						175	I	Held in Spouse's IRA
Common Stock						3,339.307	I	Held in 401 (k) Plan
Common Stock	02/08/2012		M	20,000	A	\$ 16.25	47,025	D
Common Stock	02/08/2012		S	20,000	D	\$ 21.1418 <u>(13)</u>	27,025	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 Number of Shares
Options to Purchase Common Stock <sup>(5)</sup>	\$ 20.47					04/23/2005 <sup>(1)</sup>	04/23/2014	Common Stock	24,000
Options to Purchase Common Stock <sup>(5)</sup>	\$ 16.25	02/08/2012		M	20,000	04/16/2003 <sup>(2)</sup>	04/16/2012	Common Stock	20,000
Options to Purchase Common Stock <sup>(5)</sup>	\$ 18.46					04/15/2004 <sup>(3)</sup>	04/15/2013	Common Stock	20,000
	\$ 17.85					05/16/2004 <sup>(4)</sup>	05/16/2013		4,000

Options to Purchase Common Stock <sup>(5)</sup>					Common Stock	
Options to Purchase Common Stock <sup>(6)</sup>	\$ 18.91	05/12/2005	05/12/2015		Common Stock	30,0
Options to Purchase Common Stock <sup>(6)</sup>	\$ 21.21	12/12/2005	12/12/2015		Common Stock	24,0
Phantom Stock <sup>(7)</sup>		<sup>(7)</sup>	<sup>(7)</sup>		Common Stock	202.
Options to Purchase Common Stock <sup>(10)</sup>	\$ 22	08/29/2008 <sup>(9)</sup>	08/29/2017		Common Stock	18,0
Options to Purchase Common Stock <sup>(10)</sup>	\$ 24.27	08/18/2009 <sup>(11)</sup>	08/18/2018		Common Stock	18,0
Options to Purchase Common Stock <sup>(10)</sup>	\$ 18.27	08/21/2010 <sup>(12)</sup>	08/21/2019		Common Stock	23,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERS FREDERICK C II BRYN MAWR BANK CORPORATION 801 LANCASTER AVENUE BRYN MAWR, PA 19010	X		President and Chairman	

## Signatures

Frederick C. Peters II                      02/09/2012

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) The vesting of these options was accelerated by the registrant and became fully vested as of June 16, 2005.
  - (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 16, 2003 and on each April 16 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 April 15, 2004 and on each April 15 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 May 16, 2004 and on each May 16 thereafter until the options are fully exercisable.
  - (5) Acquired in a transaction exempt under Rule 16b-3
  - (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) Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable, in cash, upon the reporting person's termination of service as an employee.
  - (8) Held in Bryn Mawr Trust Company Executive Officers Deferred Comp. Plan.
  - (9) 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.
  - (10) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
  - (11) 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.
  - (12) The 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.
- The breakdown of the sale is as follows: 5 shs. @ \$21.2151; 115 shs. @ \$21.2100; 173 shares @ \$21.2000; 100 shs. @ \$21.1964, 93 shs. @ \$21.1950; 285 shs. @ \$21.1910; 800 shs. @ \$21.1901; 100 shs. @ \$21.1900; 40 shs. @ \$21.1890; 84 shs. @ \$21.1701; 100 shs. @ \$21.1700; 100 shs. @ \$21.1621; 1916 shs. @ \$21.1601; 5129 shs. @ 21.1600; 1000 shs. @ \$21.1501; 500 shs. @ \$21.1451; 200 shs. @ \$21.1450; 100 shs. @ \$21.1375; 100 shs. @ \$21.1326; 500 shs. @ \$21.1325; 3510 shs. @ \$21.1301; 200 shs. @ \$21.1300; 100 shs @ \$21.1220; 400 shs @ \$21.1201; 200 shs @ \$21.1200; 60 shs @ \$21.1100; 1500 shs @ \$21.1001; 2590 @ \$21.1000

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.