

BRYN MAWR BANK CORP
 Form 5
 February 13, 2017

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 *
 EICHERT ALISON

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)
 12/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & COO, BMTC a sub. of BMBC

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 | 14,009 ⁽²⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ (A) or (D) Price | 9,071 | I | Held in 401(K). |

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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 24.27 | Â | Â | Â | Â Â | 08/18/2009 08/18/2018 | Common Stock | 9,000 |
| Restricted Stock Units | Â | Â | Â | Â | Â Â | Â ⁽²⁾ Â ⁽²⁾ | Common Stock | 1,341 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------------|
| | Director | 10% Owner | Officer | Other |
| EICHERT ALISON BRYN MAWR BANK CORPORATION 801 LANCASTER AVENUE BRYN MAWR, PA 19010 | Â | Â | Â | EVP & COO, BMTC a sub. of BMBC Â |

Signatures

/s/ Alison Eichert 02/13/2017

**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) These options were granted to the reporting person under BMBC's 2007 Long-Term Incentive Plan. Represents 1,341 shares of common stock underlying the portion of a performance stock unit granted to the Reporting Person on August 12, 2016 that is subject to time-based vesting at each August 12, 2017, August 12, 2018, and August 12, 2019. Each Restricted Stock Unit
- (2) represents a contingent right to receive one share of Bryn Mawr Bank Corporation common stock. Note: Disclosure of these 1,341 shares underlying the Restricted Stock Units has been moved from Table I to Table II in this Form 5 for administrative convenience and will be reported on Table II of the Reporting Person's filing going forward until the applicable vesting date.

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