

BRYN MAWR BANK CORP
 Form 4
 October 30, 2013

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

(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)
10/29/2013

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)
President and Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) Code V Amount (D) Price | 14,700 | 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 | | | | | | 3,514 | I | Held in 401 (k) Plan |
| Common Stock | 10/29/2013 | | M | 24,000 | A | \$ 20.47 | 57,298 | D |
| Common Stock | 10/29/2013 | | S | 24,000 | D | \$ 28.5326 <u>(8)</u> | 33,298 | 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 Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options to Purchase Common Stock <u>(2)</u> | \$ 20.47 | 10/29/2013 | | M | 24,000 | 04/23/2005 ⁽¹⁾ | 04/23/2014 | Common Stock | 24,000 |
| Options to Purchase Common Stock <u>(3)</u> | \$ 18.91 | | | | | 05/12/2005 | 05/12/2015 | Common Stock | 30,000 |
| Options to Purchase Common Stock <u>(3)</u> | \$ 21.21 | | | | | 12/12/2005 | 12/12/2015 | Common Stock | 24,000 |

| | | | | |
|--|---------------------------|------------|-----------------|-------|
| Options to Purchase \$ 22 Common Stock <u>(5)</u> | 08/29/2008 ⁽⁴⁾ | 08/29/2017 | Common Stock | 18,00 |
| Options to Purchase \$ 24.27 Common Stock <u>(5)</u> | 08/18/2009 ⁽⁶⁾ | 08/18/2018 | Common Stock | 18,00 |
| Options to Purchase \$ 18.27 Common Stock <u>(5)</u> | 08/21/2010 ⁽⁷⁾ | 08/21/2019 | Common Stock | 23,00 |

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

10/30/2013

**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) Acquired in a transaction exempt under Rule 16b-3
- (3) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (4) 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.
- (5) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (6) 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.
- (7) 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.
- (8) The breakdown of the sale is as follows: 6321 shs. @ \$28.35; 600 shs. @ \$28.3501; 200 shs. @ \$28.3508; 100 shs. @ \$28.352; 951 shs. @ \$28.36; 500 shs. @ \$28.3601; 500 shs. @ \$28.3602; 233 shs. @ \$28.3606; 600 shs. @ \$28.37; 31 shs. @ \$28.38; 208 shs. @ \$28.39;

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1056 shs. @ \$28.42; 500 shs. @ \$28.4201; 100 shs. @ \$28.425; 100 shs. @ \$28.44; 2771 shs. @ \$28.45; 129 shs. @ \$28.46; 100 shs. @ \$28.475; 2064 shs. @ \$28.5; 500 shs. @ \$28.5001; 500 shs. @ \$28.5016; 36 shs. @ \$28.54; 958 shs. @ \$28.5401; 300 shs. @ \$28.541; 1100 shs. @ \$28.55; 537 shs. @ \$28.625; 805 shs. @ \$29.25; 100 shs. @ \$29.29; 100 shs. @ \$29.3; 81 shs. @ \$29.301; 200 shs. @ \$29.31; 1000 shs. @ \$29.3101; 500 shs. @ \$29.311; 100 shs. @ \$29.32; 17 shs. @ \$29.33; 100 shs. @ \$29.36; 2 shs. @ \$29.45.

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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