

SANDY SPRING BANCORP INC  
 Form 4  
 March 19, 2015

**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 \*  
**GOFF SUSAN D**

(Last) (First) (Middle)

**SANDY SPRING BANCORP,  
 INC., 17801 GEORGIA AVENUE**

(Street)

**OLNEY, MD 20832**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SANDY SPRING BANCORP INC  
 [SASR]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/18/2015**

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 03/18/2015                           |                                                    | A                              |                                                                   | 954                                                                                           | A                                                        | \$ 0                              |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 954                                                                                           | D                                                        | (1)                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 22,454.5044                                                                                   | D                                                        | (2)                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 438                                                                                           | D                                                        | (3)                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 822                                                                                           | D                                                        | (4)                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,010                                                                                         | D                                                        | (5)                               |

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (Right to Buy)               | \$ 27.96                                               |                                      |                                                    |                                |                                                                                         | 03/26/2009 <sup>(6)</sup> 03/26/2015                     | Common Stock                                                  | 1,260                         |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                       | Director      | 10% Owner | Officer | Other |
| GOFF SUSAN D<br>SANDY SPRING BANCORP, INC.<br>17801 GEORGIA AVENUE<br>OLNEY, MD 20832 |               | X         |         |       |

## Signatures

/s/ Janet VA Replogle, attorney-in-fact for Ms. Goff  
Date: 03/19/2015

\*\*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) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2016.
- (2) Includes shares acquired through dividend reinvestment.

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- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 28, 2013.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2014.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2015.
- (6) Stock options fully vested and exercisable.

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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