

BRYN MAWR BANK CORP  
 Form 5  
 February 11, 2005

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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 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 \*  
**WILLIAMS THOMAS A**

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)  
 12/31/2004

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

322 THORNBROOK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ROSEMONT, 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) Amount (D) Price	11,746	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 <u>(1)</u>	\$ 4.344	Â	Â	Â	Â Â	04/21/1995 04/21/2005	Common Stock 4,000
Options to Purchase Common Stock <u>(1)</u>	\$ 6.25	Â	Â	Â	Â Â	04/19/1996 04/19/2006	Common Stock 4,000
Options to Purchase Common Stock <u>(1)</u>	\$ 8.453	Â	Â	Â	Â Â	04/18/1997 04/18/2007	Common Stock 4,000
Options to Purchase Common Stock <u>(1)</u>	\$ 12.25	Â	Â	Â	Â Â	04/24/1998 04/24/2008	Common Stock 4,000
Options to Purchase Common Stock <u>(1)</u>	\$ 13.2188	Â	Â	Â	Â Â	04/20/2000 04/20/2009	Common Stock 2,000
Options to Purchase Common Stock <u>(1)</u>	\$ 10.75	Â	Â	Â	Â Â	04/18/2001 04/18/2010	Common Stock 2,000
Options to Purchase	\$ 12.45	Â	Â	Â	Â Â	04/17/2002 <sup>(2)</sup> 04/17/2011	Common Stock 2,000

Common Stock <sup>(1)</sup>

Options to

Purchase	\$ 16.25	^		^		^		^		04/16/2003 <sup>(3)</sup>	04/16/2012	Common Stock	2,000
Common Stock <sup>(1)</sup>													

Options to

Purchase	\$ 18.46	^		^		^		^		04/15/2004 <sup>(4)</sup>	04/15/2013	Common Stock	2,000
Common Stock <sup>(1)</sup>													

Options to

Purchase	\$ 17.85	^		^		^		^		05/16/2004 <sup>(5)</sup>	05/16/2013	Common Stock	1,000
Common Stock <sup>(1)</sup>													

Options to

Purchase	\$ 20.47	^		^		^		^		04/23/2005 <sup>(6)</sup>	04/23/2014	Common Stock	3,000
Common Stock <sup>(1)</sup>													

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS THOMAS A 322 THORNBROOK AVENUE ROSEMONT, PA 19010	^ X	^	^	^

## Signatures

Thomas A. Williams                                  02/11/2005

<sup>\*\*</sup>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 4/17/02 and on each 4/17 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 4/16/03 and on each 4/16 thereafter until the options are fully exercisable.
- (4)

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These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/15/04 and on each 4/15 thereafter until the options are fully exercisable.

- (5) 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.
- (6) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/23/05 and on each 4/23 thereafter until the options are fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.