

KEEFER JOSEPH G
Form 4
February 16, 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 *
KEEFER JOSEPH G

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. Date of Earliest Transaction (Month/Day/Year)
02/16/2012

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

BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE

(Street)

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

BRYN MAWR, PA 19010

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 7,511.531 | I | Held in 401 (K) Plan |
| Common Stock | 02/16/2012 | | M | 4,000 A \$ 18.315 | 4,000 | D | |
| Common Stock | 02/16/2012 | | S | 4,000 D \$ 20.36 (10) | 0 | D | |

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

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SEC 1474
(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) |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 18.315 | 02/16/2012 | | M | 4,000 | 05/17/2003 ⁽²⁾ 05/17/2012 | Common Stock 4,000 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 18.91 | | | | | 05/12/2005 05/12/2015 | Common Stock 15,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 17.85 | | | | | 05/16/2004 ⁽³⁾ 05/16/2013 | Common Stock 9,000 |
| Options to Purchase Common Stock ⁽¹⁾ | \$ 20.47 | | | | | 04/23/2005 ⁽⁴⁾ 04/23/2014 | Common Stock 10,000 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 21.21 | | | | | 12/12/2005 12/12/2015 | Common Stock 12,000 |
| Options to Purchase | \$ 22 | | | | | 08/29/2008 ⁽⁶⁾ 08/29/2017 | Common Stock 9,000 |

Common
Stock (7)

Options
to

Purchase \$ 24.27

08/18/2009⁽⁸⁾ 08/18/2018

Common
Stock 9,000

Common
Stock (7)

Options
to

Purchase \$ 18.27

08/21/2010⁽⁹⁾ 08/21/2019

Common
Stock 11,500

Common
Stock (7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KEEFER JOSEPH G
BRYN MAWR BANK CORPORATION
801 LANCASTER AVENUE
BRYN MAWR, PA 19010

EVP

Signatures

Joseph G.
Keefer 02/16/2012

 **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) 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 5/17/03 and on each 5/17 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 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.
- (4) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.
- (5) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (6) 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.
- (7) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (8) 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.
- (9) 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.

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(10) The breakdown of the sale is as follows: 2,000 shs. @ \$20.31, 1,000 shs. @ \$20.37 and 1,000 shs. @ \$20.45

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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