

Lees David E
Form 5
February 09, 2009

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Lees David E

(Last) (First) (Middle)

MYCIO WEALTH
PARTNERS, 2929 ARCH STREET,
SUITE 650

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
BRYN MAWR BANK CORP
[BMTC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19104-7396

☒ 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)
				(A) or Amount (D) Price			
Common Stock	12/31/2008				5,359	D	

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

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contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

SEC 2270
(9-02)

**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>	\$ 19.11	Â	Â	Â	Â Â	07/01/2005 07/01/2015	Common Stock 2,625
Options to Purchase Common Stock <u>(1)</u>	\$ 21.21	Â	Â	Â	Â Â	12/12/2005 12/12/2015	Common Stock 3,500
Phantom Stock	Â	Â	Â	Â	Â Â	Â <u>(2)</u> Â <u>(2)</u>	Common Stock 2,010
Phantom Stock	Â	Â	Â	Â	Â Â	Â <u>(2)</u> Â <u>(2)</u>	Common Stock 3,569
Options to Purchase Common Stock <u>(6)</u>	\$ 22	Â	Â	Â	Â Â	08/29/2008 <u>(5)</u> 08/29/2017	Common Stock 3,500
Options to Purchase Common Stock <u>(6)</u>	\$ 24.27	Â	Â	Â	Â Â	08/18/2009 <u>(7)</u> 08/18/2018	Common Stock 3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lees David E MYCIO WEALTH PARTNERS 2929 ARCH STREET, SUITE 650	Â X	Â	Â	Â

PHILADELPHIA, PA 19104-7396

Signatures

David E. Lees

02/09/2009

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 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (2) Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable, in cash, upon the reporting person's termination of service as a director.
- (3) Held in BMBC Deferred Comp. Plan for Directors.
- (4) Held in Bryn Mawr Trust Company Deferred Comp. Plan for Directors.
- (5) These options become exercisable over a five (5) year period in 20% increments starting on 8/29/08 and on each 8/29 thereafter until the options are fully exercisable.
- (6) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (7) 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.

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.