#### **BRYN MAWR BANK CORP**

Form 4

August 18, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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January 31, 2005

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See Instruction

if no longer

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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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HOLLAND WENDELL F Issuer Symbol BRYN MAWR BANK CORP (Check all applicable) [BMTC] X\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 219 CURWEN ROAD 08/18/2014 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ROSEMONT, PA 19010 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | Disposed (Instr. 3, | (A) of (D) 4 and (A) or | )<br>5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------|--------------------------------------|---|--|---------------------|-------------------------|---------|--|--|---|
|                                      |                                      |   | Code V                                 | Amount              | (D)                     | Price   | `  |  |   |
| Common<br>Stock                      | 08/18/2014                           |   | A                                      | 1,500               | A                       | \$0     | 10,352   | D  |   |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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|                   |                        | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | of      |                       |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8 1 5 ( |
|-------------------|------------------------|---|--------------------------------------|---|--|---------|-----------------------|--------------------|---|--|---------|
|                   |                        |   |                                      |   | Code V                                 | (A) (D) | Date Exercisable      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |         |
| to<br>Puro<br>Con | ions chase nmon ck (2) | \$ 22   |                                      |   |  |         | 08/29/2008(1)         | 08/29/2017         | Common<br>Stock   | 3,500                                  |         |
| to<br>Puro<br>Con | ions chase nmon ck (2) | \$ 24.27  |                                      |   |  |         | 08/18/2009(3)         | 08/18/2018         | Common<br>Stock   | 3,500                                  |         |
| to<br>Puro<br>Con | ions chase mmon ck (2) | \$ 18.27  |                                      |   |  |         | 08/21/2010 <u>(4)</u> | 08/21/2019         | Common<br>Stock   | 4,475                                  |         |
| Pha               | ntom<br>ck             | \$ 0 (5)  |                                      |   |  |         | <u>(5)</u>            | <u>(5)</u>         | Common<br>Stock   | 0                                      |         |

# **Reporting Owners**

| Reporting Owner Name / Address                             | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 0  | Director      | 10% Owner | Officer | Other |  |  |  |
| HOLLAND WENDELL F<br>219 CURWEN ROAD<br>ROSEMONT, PA 19010 | X             |           |         |       |  |  |  |
| Signatures   |               |           |         |       |  |  |  |
| Diane McDonald, As Attorney in Fact                        |               | 08/18/201 | 4       |       |  |  |  |

\*\*Signature of Reporting Person Date

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## **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 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.
- (2) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (3) 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.
- (4) These 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.
- (5) 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's termination of service as a director.
- (6) Held in BMBC Deferred Comp. Plan for directors

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