BRYN MAWR BANK CORP

Form 4

December 27, 2016

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

OMB Number:

Expires:

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0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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response...

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, See Instruction

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 *

MAY A JOHN III

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

BRYN MAWR BANK CORP

[BMTC]

12/23/2016

(Month/Day/Year)

(Check all applicable)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

400 BERWYN PARK., 899 **CASSATT ROAD**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

BERWYN, PA 19312-1183

(City) (State) (Zip) 1. Title of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

Security

(Instr. 3)

 $12,295 \frac{(1)}{2}$ 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. Transact Code (Instr. 8)	5. orNumber 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. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	\$ 42.06	12/23/2016		I	63	(2)	(2)	Common Stock	63	\$ 42.06
Phantom Stock (2)	\$ 42.06	12/23/2016		I	1	(2)	(2)	Common Stock	1	\$ 42.06

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MAY A JOHN III 400 BERWYN PARK, 899 CASSATT ROAD BERWYN, PA 19312-1183	X						

Signatures

/s/ Diane McDonald, Attorney-in-Fact

12/27/2016

**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) Includes 247 shares of common stock underlying the portion of a performance stock unit granted to the Reporting Person on August 12, 2016 that is subject to time-based vesting at each August 12, 2017, August 12, 2018, and August 12, 2019.
- (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 Bryn Mawr Trust Company Deferred Comp. Plan for Directors.
- (4) 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.

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