BRYN MAWR BANK CORP

Form 4

December 27, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

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January 31, 2005

0.5

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obligations may continue. See Instruction

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 * Lees David E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BRYN MAWR BANK CORP

(Check all applicable)

[BMTC]

12/23/2016

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Other (specify Officer (give title

MYCIO WEALTH PARTNERS, 2929 ARCH ST., STE

(Street)

650

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PHILADELPHIA, PA 19104-7396

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

Stock

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

(Month/Day/Year)

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

Securities Beneficially Owned Following

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I)

(Instr. 4)

Beneficial Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Common

Code V Amount (D) Price

29,617 (1) 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)

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| | Title of erivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. onNumber | 6. Date Exer Expiration D | | 7. Title and L. Underlying S | | 8. Price of Derivative |
|----|--------------------|---|--------------------------------------|-------------------------|-----------------|----------------|------------------------------|--------------------|------------------------------|--|------------------------|
| Se | ecurity astr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day | | (Instr. 3 and | | Security (Instr. 5) |
| | | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | hantom tock (2) | \$ 42.06 | 12/23/2016 | | I | 22 | (2) | (2) | Common Stock | 22 | \$ 42.06 |
| | hantom tock (2) | \$ 42.06 | 12/23/2016 | | I | 12 | (2) | <u>(3)</u> | Common Stock | 12 | \$ 42.06 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Lees David E MYCIO WEALTH PARTNERS 2929 ARCH ST., STE 650 PHILADELPHIA, PA 19104-7396 | 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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