

BRYN MAWR BANK CORP

Form 5

February 13, 2017

**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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
KEEFER JOSEPH G

(Last) (First) (Middle)

BRYN MAWR BANK  
CORPORATION, 801  
LANCASTER AVENUE

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
BRYN MAWR BANK CORP  
[BMTC]3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20165. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
EVP of BMTC, a sub. of BMBC4. If Amendment, Date Original  
Filed (Month/Day/Year)6. Individual or Joint/Group Reporting  
(check applicable line)

BRYN MAWR, PA 19010

☒ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------|--|--|---|
|                                 |                                      |  |                                | (A) Amount  | or (D) | Price |  |  |   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â      | Â     | 5,509 <u>(2)</u>   | D  | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â      | Â     | 13,342   | I  | Held in 401 (K) Plan.                                 |

Reminder: Report on a separate line for each class of  
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information  
contained in this form are not required to respond unless**SEC 2270  
(9-02)

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|--|---|---|---|---|---|--|---|
|  |   |   |   |   | (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Options to<br>Purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 24.27  | Â                                       | Â   | Â                                       | Â Â   | 08/18/2009 08/18/2018  | Common<br>Stock 9,000   |
| Options to<br>Purchase<br>Common<br>Stock <sup>(1)</sup> | \$ 18.27  | Â                                       | Â   | Â                                       | Â Â   | 08/21/2010 08/21/2019  | Common<br>Stock 11,500  |
| Restricted<br>Stock<br>Units                             | Â   | Â                                       | Â   | Â                                       | Â Â   | Â <sup>(2)</sup> Â <sup>(2)</sup>                              | Common<br>Stock 1,056   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| KEEFER JOSEPH G<br>BRYN MAWR BANK CORPORATION<br>801 LANCASTER AVENUE<br>BRYN MAWR, PA 19010 | Â             | Â         | Â EVP of BMTC, a sub. of BMBC | Â     |

## Signatures

/s/ Joseph G.  
Keefer 02/13/2017

    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 2007 Long-Term Incentive Plan.

Represents 1,056 shares of common stock underlying the portion of a performance stock unit granted to the Reporting Report Person on August 12, 2016 that is subject to time-based vesting at each August 12, 2017, August 12, 2018, and August 12, 2019. Each Restricted

(2) Stock Unit represents a contingent right to receive one share of Bryn Mawr Bank Corporation common stock. Note: Disclosure of these 1,056 shares underlying the Restricted Stock Units has been moved from Table I to Table II in this Form 5 for administrative convenience, and will be reported on Table II of the Reporting Person's filings going forward until the applicable vesting date.

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.