

WILLIAMS THOMAS A  
Form 4  
February 09, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WILLIAMS THOMAS A

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
322 THORNBROOK AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2005

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

ROSEMONT, PA 19010  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/08/2005                           |  | M                              |   | 4,000   | A  | \$ 4.34                           |
|                                 |                                      |  |                                |   | 15,746  |  |                                   |

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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| 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) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Options to Purchase Common Stock           | \$ 4.34  | 02/08/2005                           |  | M                              |   | 4,000  |     | 04/21/1995  | 04/21/2005      | Common Stock | 4,000                      |
| Options to Purchase Common Stock           | \$ 20.47   |                                      |  |                                |   |  |     | 04/23/2005 <sup>(1)</sup>                                     | 04/23/2014      | Common Stock | 3,000                      |
| Options to Purchase Common Stock           | \$ 6.25  |                                      |  |                                |   |  |     | 04/19/1996  | 04/19/2006      | Common Stock | 4,000                      |
| Options to Purchase Common Stock           | \$ 8.453   |                                      |  |                                |   |  |     | 04/18/1997  | 04/18/2007      | Common Stock | 4,000                      |
| Options to Purchase Common Stock           | \$ 12.25   |                                      |  |                                |   |  |     | 04/24/1998  | 04/24/2008      | Common Stock | 4,000                      |
| Options to Purchase Common Stock           | \$ 13.2188   |                                      |  |                                |   |  |     | 04/20/2000  | 04/20/2009      | Common Stock | 2,000                      |
| Options to Purchase Common Stock           | \$ 10.75   |                                      |  |                                |   |  |     | 04/18/2001  | 04/18/2010      | Common Stock | 2,000                      |

|   |                           |            |                 |       |
|---|---------------------------|------------|-----------------|-------|
| Options<br>to<br>Purchase \$ 12.45<br>Common<br>Stock | 04/17/2002                | 04/17/2011 | Common<br>Stock | 2,000 |
| Options<br>to<br>Purchase \$ 16.25<br>Common<br>Stock | 04/16/2003 <sup>(2)</sup> | 04/16/2012 | Common<br>Stock | 2,000 |
| Options<br>to<br>Purchase \$ 18.46<br>Common<br>Stock | 04/15/2004 <sup>(3)</sup> | 04/15/2013 | Common<br>Stock | 2,000 |
| Options<br>to<br>Purchase \$ 17.85<br>Common<br>Stock | 05/16/2004 <sup>(4)</sup> | 05/16/2013 | Common<br>Stock | 1,000 |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WILLIAMS THOMAS A<br>322 THORNBROOK AVENUE<br>ROSEMONT, PA 19010 | X             |           |         |       |

## Signatures

Thomas A. Williams                      02/09/2005

\*\*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 become exercisable over a three (3) year period in 33 1/3% increments starting on 4/23/2005 and on each 4/23 thereafter until the options are fully exercisable.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/16/03 and on each 4/16 thereafter until the options are fully exercisable.
- (3) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/15/04 and on each 4/15 thereafter until the options are fully exercisable.
- (4) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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