

TAYLOR B LOYALL JR
 Form 5
 February 10, 2006

FORM 5

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

OMB APPROVAL

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 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

1. Name and Address of Reporting Person *
 TAYLOR B LOYALL JR

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

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

TAYLOR GIFTS, INC., 600
 CEDAR HOLLOW ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PAOLI, PA 19301

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)
Common Stock	Â	Â	Â	Â Â Â	8,608	I	Held in BMBC Deferred Comp. Plan for Directors
Common Stock	Â	Â	Â	Â Â Â	48,098	I	Held in The Bryn Mawr Trust

										Company Deferred Plan
Common Stock	Â	Â	Â	Â	Â	Â	3,238	I		Brooke T. Giese Trust
Common Stock	Â	Â	Â	Â	Â	Â	3,238	I		B. Loyall Taylor, III Trust
Common Stock	Â	Â	Â	Â	Â	Â	2,087.596	I		One Outerbridge Circle Irrevocable Trust

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

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(9-02)

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

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)	Amount or Number of Shares
Options to Purchase Common Stock <u>(7)</u>	\$ 20.47	Â	Â	<u>(1)</u>	Â Â	04/23/2005 ⁽¹⁾ 04/23/2014	Common Stock	3,000
Options to Purchase Common Stock <u>(7)</u>	\$ 6.25	Â	Â	Â	Â Â	04/19/1996 04/19/2006	Common Stock	4,000
Options to Purchase	\$ 8.453	Â	Â	Â	Â Â	04/18/1997 04/18/2007	Common Stock	4,000

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Common Stock <u>(7)</u>											
Options to Purchase Common Stock <u>(7)</u>	\$ 12.25	Â	Â	Â	Â	Â	04/24/1998	04/24/2008	Common Stock	4,000	
Options to Purchase Common Stock <u>(7)</u>	\$ 13.2188	Â	Â	Â	Â	Â	04/20/2000	04/20/2009	Common Stock	2,000	
Options to Purchase Common Stock <u>(7)</u>	\$ 10.75	Â	Â	Â	Â	Â	04/18/2001	04/18/2010	Common Stock	2,000	
Options to Purchase Common Stock <u>(7)</u>	\$ 12.45	Â	Â	Â	Â	Â	04/17/2002 ⁽²⁾	04/17/2011	Common Stock	2,000	
Options to Purchase Common Stock <u>(7)</u>	\$ 16.25	Â	Â	Â	Â	Â	04/16/2003 ⁽³⁾	04/16/2012	Common Stock	2,000	
Options to Purchase Common Stock <u>(7)</u>	\$ 18.46	Â	Â	Â	Â	Â	04/15/2004 ⁽⁴⁾	04/15/2013	Common Stock	2,000	
Options to Purchase Common Stock <u>(7)</u>	\$ 17.85	Â	Â	Â	Â	Â	05/16/2004 ⁽⁵⁾	05/16/2013	Common Stock	1,000	
Options to Purchase Common Stock <u>(6)</u>	\$ 18.91	Â	Â	<u>(6)</u>	Â	Â	05/12/2005	05/12/2015	Common Stock	3,500	
Options to Purchase Common	\$ 21.21	Â	Â	Â	Â	Â	12/12/2005	12/12/2015	Common Stock	3,500	

Stock (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR B LOYALL JR TAYLOR GIFTS, INC. 600 CEDAR HOLLOW ROAD PAOLI, PA 19301	X			

Signatures

B. Loyall
Taylor, Jr. 02/10/2006

**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) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/17/02 and on each 4/17 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 4/16/03 and on each 4/16 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 4/15/04 and on each 4/15 thereafter until the options are fully exercisable.
- (5) 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.
- (6) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (7) Acquired in a transaction exempt under Rule 16b-3.

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.