

PETERS FREDERICK C II
 Form 4
 February 23, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 PETERS FREDERICK C II

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. Date of Earliest Transaction (Month/Day/Year)
 02/22/2006

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

BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE
 (Street)

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

BRYN MAWR, PA 19010
 (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------|
| Common Stock | | | | (A) or (D) | V Amount Price 13,100 | I | The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover IRA |

Edgar Filing: PETERS FREDERICK C II - Form 4

| | | | | | | | | | |
|--------------|------------|--|---|---|---|----------|-------|----------------------|-----------------------------|
| Common Stock | | | | | | 175 | I | Held in Spouse's IRA | |
| Common Stock | 02/22/2006 | | I | 1 | A | \$ 21.74 | 175.1 | I | Held in Deferred Bonus Plan |
| Common Stock | | | | | | 2,852.54 | I | Held in 401 (k) Plan | |
| Common Stock | | | | | | 21,025 | D | | |

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 the form displays a currently valid OMB control number.

SEC 1474
(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) | 8. Amount or Number of Shares |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 20.47 | | | | | 04/23/2005 ⁽¹⁾ 04/23/2014 | Common Stock | 24,000 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 12.45 | | | | | 04/17/2002 ⁽²⁾ 04/17/2011 | Common Stock | 30,000 |
| Options to Purchase | \$ 16.26 | | | | | 04/16/2003 ⁽³⁾ 04/16/2012 | Common Stock | 20,000 |

| | | | | | |
|----------------------------|----------|---------------------------|------------|-----------------|--------|
| Common Stock <u>(6)</u> | | | | | |
| Options to Purchase | \$ 18.46 | 04/15/2004 ⁽⁴⁾ | 04/15/2013 | Common Stock | 20,000 |
| Common Stock <u>(6)</u> | | | | | |
| Options to Purchase | \$ 17.85 | 05/16/2004 ⁽⁵⁾ | 05/16/2013 | Common Stock | 4,000 |
| Common Stock <u>(6)</u> | | | | | |
| Options to Purchase | \$ 18.91 | 05/12/2005 | 05/12/2015 | Common Stock | 30,000 |
| Common Stock <u>(7)</u> | | | | | |
| Options to Purchase | \$ 21.21 | 12/12/2005 | 12/12/2015 | Common Stock | 24,000 |
| Common Stock <u>(7)</u> | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERS FREDERICK C II BRYN MAWR BANK CORPORATION 801 LANCASTER AVENUE BRYN MAWR, PA 19010 | X | | President and Chairman | |

Signatures

Frederick C. Peters II 02/23/2006

 **Signature of Date
 Reporting Person

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 June 16, 2005.
 - (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 17, 2002 and on each April 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 April 16, 2003 and on each April 16 thereafter until the options are fully exercisable.

Edgar Filing: PETERS FREDERICK C II - Form 4

- (4) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 15, 2004 and on each April 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 May 16, 2004 and on each May 16 thereafter until the options are fully exercisable.
- (6) Acquired in a transaction exempt under Rule 16b-3
- (7) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.

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.