

LETO FRANCIS J
Form 4
February 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
LETO FRANCIS J

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)
10 S. BRYN MAWR AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP of BMTC a sub. of BMBC

BRYN MAWR, PA 19010

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|------------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/08/2012 | | M | | 2,000 | A | | \$ 16.25 |
| Common Stock | 02/08/2012 | | S | | 2,000 | D | | \$ 21.2165 |

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

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SEC 1474
(9-02)

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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 | |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 20.47 | | | | | 04/23/2005 ⁽¹⁾ | 04/23/2014 | Common Stock | 3,000 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 16.25 | 02/08/2012 | | M | 2,000 | 04/16/2003 ⁽²⁾ | 04/16/2012 | Common Stock | 2,000 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 18.46 | | | | | 04/15/2004 ⁽³⁾ | 04/15/2013 | Common Stock | 2,000 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 17.85 | | | | | 05/16/2004 ⁽⁴⁾ | 05/16/2013 | Common Stock | 1,000 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 18.91 | | | | | 05/12/2005 | 05/12/2015 | Common Stock | 3,500 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 21.21 | | | | | 12/12/2005 | 12/12/2015 | Common Stock | 3,500 |
| Options to Purchase | \$ 22 | | | | | 08/29/2008 ⁽⁷⁾ | 08/29/2017 | Common Stock | 3,500 |

Common
Stock (8)

Options
to

Purchase \$ 24.27

08/18/2009⁽⁹⁾ 08/18/2018

Common
Stock 5,264

Common
Stock (8)

Options
to

Purchase \$ 18.27

08/21/2010⁽¹⁰⁾ 08/21/2019

Common
Stock 11,500

Common
Stock (8)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LETO FRANCIS J 10 S. BRYN MAWR AVENUE BRYN MAWR, PA 19010 | X | | EVP of BMTC a sub. of BMBC | |

Signatures

Francis J. Leto 02/09/2012

 **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 6/16/05.
- (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.
- (5) Acquired in a transaction exempt under Rule 16b-3
- (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) These options become exercisable over a five (5) year period in 20% increments starting on 8/29/08 and on each 8/29 thereafter until the options are fully exercisable.
- (8) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (9) The options become exercisable over a five (5) year period in 20% increments starting on 8/18/2009 and on each 8/18 thereafter until the options are fully exercisable.
- (10) The options become exercisable over a five (5) year period in 20% increments starting on 8/21/2010 and on each 8/21 thereafter until the options are fully exercisable.

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(11) The breakdown of the sale is as follows: 1000 shs. @ \$21.2301; 600 shs. @ \$21.2300; 100 shs. @ \$21.1700; 300 shs. @ \$21.1600

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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