

HOLLAND WENDELL F
 Form 5
 February 13, 2019

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
 HOLLAND WENDELL F

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)
 12/31/2018

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

219 CURWEN ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ROSEMONT, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) Amount (D) Price | 14,303 | 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 2270 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title | | |
| | | | | | | (A) | (D) | | | |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | Â (2) | Â (2) | Common Stock | 169 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | Â (3) | Â (3) | Common Stock | 135 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | Â (4) | Â (4) | Common Stock | 83 |
| Phantom Stock | Â | Â | Â | Â | Â | Â | Â (6) | Â (6) | Common Stock | 2,405 |
| Options to Purchase Common Stock (8) | \$ 18.27 | Â | Â | Â | Â | Â | 08/21/2010 | 08/21/2019 | Common Stock | 4,475 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLLAND WENDELL F 219 CURWEN ROAD ROSEMONT, PA 19010 | Â X | Â | Â | Â |

Signatures

/s/ Diane McDonald,
Attorney-in-Fact

02/13/2019

**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).

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- (1) Each restricted stock unit represents a contingent right to receive one share of BMTC common stock.
- (2) Represents Restricted Stock Units granted under the Bryn Mawr Bank Corporation Amended and Restated 2010 Long-Term Incentive Plan ("LTIP") that, subject to certain conditions, will vest on August 9, 2021.
- (3) On August 11, 2017, the reporting person was granted 202 Restricted Stock Units under the LTIP that are subject to time-based vesting in three annual installments, which began August 11, 2018.
- (4) On August 12, 2016, the reporting person was granted 247 Restricted Stock Units under the LTIP that are subject to time-based vesting in three annual installments, which began August 12, 2017.
- (5) All phantom stock units were acquired at the then current per share market value of Bryn Mawr Bank Corporation common stock as of the date the units were credited to the Reporting Person's account under the Plan.
- (6) Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable, in cash, upon the reporting person's termination of service as a director.
- (7) Held in Bryn Mawr Bank Corporation Deferred Compensation Plan for Directors.
- (8) These options were granted to the reporting person under the Bryn Mawr Bank Corporation 2007 Long-Term Incentive Plan.

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.