MAY A JOHN III Form 4 April 30, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

obligations may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MAY A JOHN III

BRYN MAWR BANK CORP

(Check all applicable)

[BMTC]

(Last)

3. Date of Earliest Transaction

(Month/Day/Year)

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

04/26/2019

400 BERWYN PARK., 899 **CASSATT ROAD**

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BERWYN, PA 19312-1183

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following**

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4)

(A)

Common Stock

(City)

1. Title of

Security

(Instr. 3)

Code V Amount (D) Price

13,779 D

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)

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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. Transacti Code (Instr. 8)	Derivative	Expiration I (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u> <u>(2)</u>	04/26/2019		A	338 (3)	<u>(1)</u>	<u>(1)</u>	Common Stock	338	\$ 36.8
Phantom Stock	<u>(1)</u> <u>(2)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	1,135	

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
MAY A JOHN III 400 BERWYN PARK, 899 CASSATT ROAD BERWYN, PA 19312-1183	X					

Signatures

/s/ Diane McDonald, Attorney-in-Fact 04/30/2019

**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).
- 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.
- 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.
- (3) Represents shares having a value of \$12,500 that were issued to the reporting person as the annual director retainer for the 2019/2020 board cycle.
- (4) Held in Bryn Mawr Bank Corporation Deferred Compensation Plan for Directors.
- (5) Held in Bryn Mawr Trust Company Deferred Compensation Plan for Directors.

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.

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