

SMITH JAMES DUNCAN
Form 5
February 14, 2012

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
SMITH JAMES DUNCAN

(Last) (First) (Middle)

801 LANCASTER AVENUE

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BRYN MAWR BANK CORP
[BMTC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Treasurer & Assist. Secretary

6. Individual or Joint/Group Reporting

(check applicable line)

____X____ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

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 (A) or (D) Price	5,905	D	Â
Common Stock	Â	Â	Â	Â Â Â (6)	1,743.849	I	Held in 401(k) Plan

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
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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to Purchase Common Stock <u>(1)</u>	\$ 18.91	Â	Â	Â	Â Â	05/12/2005 05/12/2015	Common Stock 15,000
Options to Purchase Common Stock <u>(1)</u>	\$ 21.21	Â	Â	Â	Â Â	12/12/2005 12/12/2015	Common Stock 12,000
Options to Purchase Common Stock <u>(3)</u>	\$ 22	Â	Â	Â	Â Â	08/29/2008 ⁽²⁾ 08/29/2017	Common Stock 9,000
Options to Purchase Common Stock <u>(3)</u>	\$ 24.27	Â	Â	Â	Â Â	08/18/2009 ⁽⁴⁾ 08/18/2018	Common Stock 9,000
Options to Purchase Common Stock <u>(3)</u>	\$ 18.27	Â	Â	Â	Â Â	08/21/2010 ⁽⁵⁾ 08/21/2019	Common Stock 11,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â Treasurer & Assist. Secretary	Â

SMITH JAMES DUNCAN
801 LANCASTER AVENUE
BRYN MAWR, PA 19010

Signatures

James Duncan
Smith

02/14/2012

**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) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (2) These options become exercisable over a five (5) year period in 20% increments starting on 08/29/2008 and on each 08/29 thereafter until the options are fully exercisable.
- (3) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (4) 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.
- (5) 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.
- (6) This information based on a plan statement dated 12/31/2011.

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.