

BRYN MAWR BANK CORP
 Form 4
 January 21, 2014

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
 10 S. BRYN MAWR AVENUE
 (Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
01/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code	V Amount (D) Price			
Common Stock	01/17/2014		A	6,803	A \$ 0	19,663	D	

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

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SEC 1474 (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)	8. Amount or Number of Shares
Options to Purchase Common Stock	\$ 20.47					04/23/2005 ⁽¹⁾ 04/23/2014	Common Stock	3,000
Options to Purchase Common Stock ⁽²⁾	\$ 18.91					05/12/2005 05/12/2015	Common Stock	3,500
Options to Purchase Common Stock ⁽²⁾	\$ 21.21					12/12/2005 12/12/2015	Common Stock	3,500
Options to Purchase Common Stock ⁽⁴⁾	\$ 22					08/29/2008 ⁽³⁾ 08/29/2017	Common Stock	3,500
Options to Purchase Common Stock ⁽⁴⁾	\$ 24.27					08/18/2009 ⁽⁵⁾ 08/18/2018	Common Stock	5,264
Options to Purchase Common Stock ⁽⁴⁾	\$ 18.27					08/21/2010 ⁽⁶⁾ 08/21/2019	Common Stock	11,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

LETO FRANCIS J

10 S. BRYN MAWR AVENUE X

EVP of BMTC a sub. of BMBC

BRYN MAWR, PA 19010

Signatures

Francis J. Leto

01/21/2014

**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) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/05.
- (2) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (3) 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.
- (4) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (5) 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.
- (6) 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.

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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