

WILLIAMS THOMAS A

Form 4

February 14, 2006

FORM 4**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).

**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: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS THOMAS A

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)
322 THORNBROOK AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

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

ROSEMONT, 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2006		M		4,000	A	\$ 6.25
					20,257		D

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

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information contained in this form are not
required to respond unless the form
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock <u>(7)</u>	\$ 20.47					04/23/2005 ⁽¹⁾	04/23/2014	Common Stock	3,000
Options to Purchase Common Stock <u>(7)</u>	\$ 6.25	02/14/2006		M	4,000	04/19/1996	04/19/2006	Common Stock	4,000
Options to Purchase Common Stock <u>(7)</u>	\$ 8.453					04/18/1997	04/18/2007	Common Stock	4,000
Options to Purchase Common Stock <u>(7)</u>	\$ 12.25					04/24/1998	04/24/2008	Common Stock	4,000
Options to Purchase Common Stock <u>(7)</u>	\$ 13.2188					04/20/2000	04/20/2009	Common Stock	2,000
Options to Purchase Common Stock <u>(7)</u>	\$ 10.75					04/18/2001	04/18/2010	Common Stock	2,000
Options to Purchase Common Stock <u>(7)</u>	\$ 12.45					04/17/2002 ⁽²⁾	04/17/2011	Common Stock	2,000

Options
toPurchase \$ 16.25
Common
Stock (7)04/16/2003⁽³⁾

04/16/2012

Common
Stock

2,000

Options
toPurchase \$ 18.46
Common
Stock (7)04/15/2004⁽⁴⁾

04/15/2013

Common
Stock

2,000

Options
toPurchase \$ 17.85
Common
Stock (7)05/16/2004⁽⁵⁾

05/16/2013

Common
Stock

1,000

Options
toPurchase \$ 18.91
Common
Stock (6)

05/12/2005

05/12/2015

Common
Stock

3,500

Options
toPurchase \$ 21.21
Common
Stock (6)

12/12/2005

12/12/2015

Common
Stock

3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS THOMAS A 322 THORNBROOK AVENUE ROSEMONT, PA 19010			X	

Signatures

Thomas A.
Williams

02/14/2006

**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 6/16/2005.

(2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/17/02 and on each 4/17 thereafter until the options are fully exercisable.

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- (3) 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.
- (4) 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.
- (5) 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.
- (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) Acquired in a transaction exempt under Rule 16b-3.

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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