

Bancorp, Inc.
Form 4
May 16, 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 *
COHEN BETSY Z

(Last) (First) (Middle)

C/O THE BANCORP, INC., 1818
MARKET STREET

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bancorp, Inc. [TBBK]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2014

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)

Chief Executive Officer

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 03/06/2014 | | G | V | 100,000 | D | 11 | 501,794 | I | By Solomon Investment Partnership, L.P. (2) |
| Common Stock | 05/06/2014 | | G | V | 200,000 | D | 11 | 301,794 | I | By Solomon Investment Partnership, L.P. (2) |
| Common Stock | | | | | | | | 416,309 (3) | D | |
| | | | | | | | | 131,924 | I | |

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| | | | | |
|--------------|---------|---|--|----------------|
| Common Stock | | | | By Spouse IRA |
| Common Stock | 150,000 | I | | By spouse |
| Common Stock | 2,973 | I | | By 401(k) plan |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COHEN BETSY Z C/O THE BANCORP, INC. 1818 MARKET STREET PHILADELPHIA, PA 19103 | X | | Chief Executive Officer | |

Signatures

Nancy Rosenau,
attorney-in-fact
05/16/2014
Date

__Signature of Reporting Person

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) On March 6, 2014 and May 7, 2014, the reporting person gifted 100,000 shares of common stock and 200,000 shares of common stock, respectively, of The Bancorp, Inc. to Arete Foundation, a charitable foundation of which the reporting person is a co-trustee.
- (2) The reporting person and her spouse are the sole shareholders, officers and directors of the corporate general partner of Solomon Investment Partnership, L.P., a limited partnership, and are the sole limited partners of this partnership.
- (3) 46,875 of these shares remain subject to vesting schedules.

Remarks:

Table I Column 5 does not include common shares of the issuer held by (i) Resource America, Inc., the Chairman of the Board

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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