

BRYN MAWR BANK CORP

Form 5

February 12, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HOLLAND WENDELL F

(Last) (First) (Middle)

219 CURWEN ROAD

(Street)

ROSEMONT, 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)
12/31/20144. 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)

6. Individual or Joint/Group Reporting

(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 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 Â Â Amount (D) Price	10,352	D	Â

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
the form displays a currently valid OMB control number.**SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to Purchase Common Stock ⁽¹⁾	\$ 22	Â	Â	Â	Â Â	08/29/2008 ⁽²⁾ 08/29/2017	Common Stock 3,500
Options to Purchase Common Stock ⁽¹⁾	\$ 24.27	Â	Â	Â	Â Â	08/18/2009 ⁽³⁾ 08/18/2018	Common Stock 3,500
Options to Purchase Common Stock ⁽¹⁾	\$ 18.27	Â	Â	Â	Â Â	08/21/2010 ⁽⁴⁾ 08/21/2019	Common Stock 4,457
Phantom Stock ⁽⁵⁾	\$ 0 ⁽⁵⁾	Â	Â	Â	Â Â Â ⁽⁵⁾	Â ⁽⁵⁾	Common Stock 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLAND WENDELL F 219 CURWEN ROAD ROSEMONT,Â PAÂ 19010	Â X	Â	Â	Â

Signatures

/s/ Diane McDonald,
Attorney-in-fact 02/12/2015

 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 2007 Long-Term Incentive Plan.
- (2) These options become exercisable over a five (5) year period in 20% increments starting on 8/29/2008 and on each 8/29 thereafter until the options are fully exercisable.
- (3) These 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.
- (4) These options become exercisable over a five (5) year period in 20% increments starting on 8/21/2010 and on each 8/20 thereafter until the options are fully exercisable.
- (5) Each share of phantom stock in 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.
- (6) Held in BMBC Deferred Comp. Plan for directors.

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.