

BRYN MAWR BANK CORP

Form 5

February 12, 2015

**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: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
KEEFER JOSEPH G

(Last) (First) (Middle)

BRYN MAWR BANK  
CORPORATION, 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 of 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)  
EVP of BMTC a sub. of BMBC6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/31/2014                              | 12/31/2014                                                  | 1                                       | 1                                                                          | 1                                                                                                            | 1                                                                    | 1                                       |
| Common<br>Stock                       | 12/31/2014                              | 12/31/2014                                                  | 1                                       | 1                                                                          | 1                                                                                                            | 1                                                                    | 1                                       |

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)

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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 <sup>(1)</sup> | \$ 21.21                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 12/12/2005 12/12/2015                                    | Common Stock 12,000                                           |
| Options to Purchase Common Stock <sup>(2)</sup> | \$ 22                                                  | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 08/29/2008 <sup>(3)</sup> 08/29/2017                     | Common Stock 9,000                                            |
| Options to Purchase Common Stock <sup>(2)</sup> | \$ 24.27                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 08/18/2009 <sup>(4)</sup> 08/18/2018                     | Common Stock 9,000                                            |
| Options to Purchase Common Stock <sup>(2)</sup> | \$ 18.27                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 08/21/2010 <sup>(5)</sup> 08/21/2019                     | Common Stock 11,500                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |                            | Other |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer |                            |       |
| KEEFER JOSEPH G<br>BRYN MAWR BANK CORPORATION<br>801 LANCASTER AVENUE<br>BRYN MAWR,Â PAÂ 19010 | Â             | Â         | Â       | EVP of BMTC a sub. of BMBC | Â     |

## Signatures

Joseph G.  
Keefer

02/12/2014

\_\_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) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16-b.
- (2) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (3) 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.
- (4) 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.
- (5) These options become exercisable over a five 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 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.