

BRYN MAWR BANK CORP

Form 5

February 13, 2017

**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 \*  
Clement Michael Joseph

(Last) (First) (Middle)

460 NORRISTOWN ROAD, STE  
110

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BRYN MAWR BANK CORP  
[BMTCT]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20164. 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)

BLUE BELL, PA 19422

(City) (State) (Zip)

☒ 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                       | Â                                       | Â                                                           | Â                                       | Â Â Â Â Â<br>(A) or (D) Price                                              | 27,770 (1)                                                                                                   | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                               | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Stock <u>(2)</u>                         | Â                                                                     | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <u>(2)</u> Â <u>(2)</u>                                      | Common<br>Stock                                                     | 953                                    |
| Restricted<br>Stock<br>Units                        | Â                                                                     | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <u>(1)</u> Â <u>(1)</u>                                      | Common<br>Stock                                                     | 247                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |         |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                               | Director      | 10% Owner | Officer | Other |
| Clement Michael Joseph<br>460 NORRISTOWN ROAD, STE 110<br>BLUE BELL, PA 19422 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Diane McDonald,  
Attorney-in-Fact

02/13/2017

\_\_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).

- Represents 247 shares of common stock underlying the portion of a performance stock unit granted to the Reporting Person on August 12, 2016 that is subject to time-based vesting at each August 12, 2017, August 12, 2018, and August 12, 2019. Each Restricted Stock Unit
- (1) represents a contingent right to receive one share of Bryn Mawr Bank Corporation common stock. Note: Disclosure of these 247 shares underlying the Restricted Stock Units has been moved from Table I to Table II in this Form 5 for administrative convenience, and will be reported on Table II of the Reporting Person's filings going forward until the applicable vesting date.
  - (2) Each share of phantom stock is 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.
  - (3) Held in BMBC Deferred Comp. Plan for Directors.
  - (4) All phantom stock units were acquired at the then current per share market value of Bryn Mawr Bank Corporation common stock as of the date the units were credited to the Reporting Person's account under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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