SANDY SPRING BANCORP INC

Form 4 April 02, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Number:

Expires:

5. Relationship of Reporting Person(s) to

1,987

 $D^{(4)}$

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sadowski John D			Symbol SANDY SPRING BANCORP INC [SASR]					Issuer (Check all applicable)		
(Last) (First) (Middle) SANDY SPRING BANCORP, INC., 17801 GEORGIA AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2014					Director 10% Owner _X_ Officer (give title Other (specify below) EVP, Chief Information Officer		
(Street) OLNEY, MD 20832			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ly Owned
1.Title of Security (Instr. 3)	any			3. 4. Securities Acq. Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			cquired ed of (D)	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
Common Stock	03/31/2014			F	40	D	\$ 24.98	112	D (1)	
Common Stock	04/01/2014			F	302	D	\$ 25.68	3,360	D (2)	
Common Stock								2,746	D	
Common Stock								1,123	D (3)	
Common								1 987	D (4)	

Common Stock

3,422

 $D^{(5)}$

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

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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)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionNumber Code of (Instr. 8) Derivative

5.

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Underlying Securities (Instr. 3 and 4)

Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Amount

(In

Expiration Date Exercisable Date

Title

or Number αf Shares

Code V (A) (D)

Stock

Options (Right to Buy)

\$ 15

03/31/2011(6) 03/31/2017

Common Stock

1,257

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Sadowski John D

SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE

OLNEY, MD 20832

EVP, Chief Information Officer

Signatures

/s/ Janet VA Replogle, attorney-in-fact for Mr.

Sadowski

04/02/2014

**Signature of Reporting Person

Date

Reporting Owners 2

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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) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 31, 2011.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually over five years beginning April 1, 2014.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 30, 2012.
- (4) Restricted stock award under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 28, 2013.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually over five years beginning April 1, 2015.
- (6) Stock options granted under the 2005 Omnibus Stock Plan vest in equal annual increments on the first, second, and third anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space 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.