

PETERS FREDERICK C II
Form 5
February 09, 2009

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: 3235-0362
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2005
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burden hours per
response... 1.0

1. Name and Address of Reporting Person *
PETERS FREDERICK C II

(Last) (First) (Middle)

BRYN MAWR BANK
CORPORATION, 801
LANCASTER AVENUE

(Street)

2. Issuer Name and Ticker or Trading
Symbol
BRYN MAWR BANK CORP
[BMTC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and Chairman

BRYN MAWR, PA 19010

(City) (State) (Zip)

4. If Amendment, Date Original
Filed (Month/Day/Year)

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) (A) or Amount (D) Price	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	12/31/2008	12/31/2008	1	13,550	I	The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover	

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Common Stock	Â	Â	Â	Â	Â	Â	175	I	IRA Held in Spouse's IRA
Common Stock	Â	Â	Â	Â	Â	Â	3,035.239	I	Held in 401(k) Plan
Common Stock	Â	Â	Â	Â	Â	Â	21,025	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)

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 Number Shares
Options to Purchase Common Stock <u>(6)</u>	\$ 20.47	Â	Â	Â	Â Â	04/23/2005 ⁽¹⁾ 04/23/2014	Common Stock 24,000
Options to Purchase Common Stock <u>(6)</u>	\$ 12.45	Â	Â	Â	Â Â	04/17/2002 ⁽²⁾ 04/17/2011	Common Stock 30,000
Options to Purchase Common Stock <u>(6)</u>	\$ 16.26	Â	Â	Â	Â Â	04/16/2003 ⁽³⁾ 04/16/2012	Common Stock 20,000
Options to Purchase Common	\$ 18.46	Â	Â	Â	Â Â	04/15/2004 ⁽⁴⁾ 04/15/2013	Common Stock 20,000

Stock (6)Options
to

Purchase Price	\$ 17.85	Â	Â	Â	Â	Â	05/16/2004 ⁽⁵⁾	05/16/2013	Common Stock	4,000
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Options
to

Purchase Price	\$ 18.91	Â	Â	Â	Â	Â	05/12/2005	05/12/2015	Common Stock	30,000
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Options
to

Purchase Price	\$ 21.21	Â	Â	Â	Â	Â	12/12/2005	12/12/2015	Common Stock	24,000
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Phantom
Stock

Â	Â	Â	Â	Â	Â	Â	Â ⁽⁸⁾	Â ⁽⁸⁾	Common Stock	213,200
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Options
to

Purchase Price	\$ 22	Â	Â	Â	Â	Â	08/29/2008 ⁽¹⁰⁾	08/29/2017	Common Stock	18,000
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Options
to

Purchase Price	\$ 24.27	Â	Â	Â	Â	Â	08/18/2009 ⁽¹²⁾	08/18/2018	Common Stock	18,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERS FREDERICK C II BRYN MAWR BANK CORPORATION 801 LANCASTER AVENUE BRYN MAWR, PA 19010	Â X	Â	Â President and Chairman	Â

Signatures

Frederick C. Peters II	02/09/2009
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 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) The vesting of these options was accelerated by the registrant and became fully vested as of June 16, 2005.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 17, 2002 and on each April 17 thereafter until the options are fully exercisable.
- (3) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 16, 2003 and on each April 16 thereafter until the options are fully exercisable.
- (4) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 15, 2004 and on each April 15 thereafter until the options are fully exercisable.
- (5) These options become exercisable over a three (3) year period in 33 1/3% increments starting on May 16, 2004 and on each May 16 thereafter until the options are fully exercisable.
- (6) Acquired in a transaction exempt under Rule 16b-3
- (7) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (8) 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 an employee.
- (9) Held in Bryn Mawr Trust Company Executive Officers Deferred Comp. Plan.
- (10) These options become exercisable over a five (5) year period in 20% increments starting on 08/29/2008 and on each 08/29 thereafter until the options are fully exercisable.
- (11) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (12) The 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.

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.