

PETERS FREDERICK C II  
Form 4  
April 08, 2009

**FORM 4**

**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).

**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**

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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
  
BRYN MAWR BANK  
CORPORATION, 801  
LANCASTER AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/08/2009

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

BRYN MAWR, PA 19010

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |

Common  
Stock

13,550

I

175

I

The Bryn  
Mawr Trust  
Company  
cust. IRA  
of  
Frederick  
C. Peters II  
Rollover  
IRA

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|                 |  |        |   |  |  |                            |
|-----------------|--|--------|---|--|--|----------------------------|
| Common<br>Stock |  |        |   |  |  | Held in<br>Spouse's<br>IRA |
| Common<br>Stock |  | 3,063  | I |  |  | Held in 401<br>(k) Plan    |
| Common<br>Stock |  | 21,025 | D |  |  |                            |

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<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) |                                     |
|-------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                             |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable                                               | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Options<br>to<br>Purchase<br>Common<br>Stock <sup>(6)</sup> | \$ 20.47                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/23/2005 <sup>(1)</sup>                                      | 04/23/2014         | Common<br>Stock                                                     | 24,000                              |
| Options<br>to<br>Purchase<br>Common<br>Stock <sup>(6)</sup> | \$ 12.45                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/17/2002 <sup>(2)</sup>                                      | 04/17/2011         | Common<br>Stock                                                     | 30,000                              |
| Options<br>to<br>Purchase<br>Common<br>Stock <sup>(6)</sup> | \$ 16.26                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/16/2003 <sup>(3)</sup>                                      | 04/16/2012         | Common<br>Stock                                                     | 20,000                              |
| Options<br>to                                               | \$ 18.46                                                              |                                         |                                                             |                                         |                                                                                                                       | 04/15/2004 <sup>(4)</sup>                                      | 04/15/2013         | Common<br>Stock                                                     | 20,000                              |

Purchase  
Common  
Stock (6)

Options  
to

Purchase \$ 17.85  
Common  
Stock (6)

05/16/2004<sup>(5)</sup>

05/16/2013

Common  
Stock

4,000

Options  
to

Purchase \$ 18.91  
Common  
Stock (7)

05/12/2005

05/12/2015

Common  
Stock

30,000

Options  
to

Purchase \$ 21.21  
Common  
Stock (7)

12/12/2005

12/12/2015

Common  
Stock

24,000

Phantom  
Stock

\$ 18.4 (8)

04/08/2009

I

1

(8)

(8)

Common  
Stock

1

Options  
to

Purchase \$ 22  
Common  
Stock (11)

08/29/2008<sup>(10)</sup>

08/29/2017

Common  
Stock

18,000

Options  
to

Purchase \$ 24.27  
Common  
Stock (11)

08/18/2009<sup>(12)</sup>

08/18/2018

Common  
Stock

18,000

## Reporting Owners

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

## Signatures

Frederick C.  
Peters II

04/08/2009

      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 is insufficient, *see* Instruction 6 for procedure.

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