

KEEFER JOSEPH G  
Form 4  
August 22, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KEEFER JOSEPH G

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2012

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP

(Street)  
  
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 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) | 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |  |
| Common Stock                    | 08/21/2012                           |  | P                              | 1,589.408 A \$ 22.1593  | 9,216.352 (9)   | I  | Held in 401 (K) Plan                       |

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 1474 (9-02)

Edgar Filing: KEEFER JOSEPH G - Form 4

**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) |              |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Options to Purchase Common Stock                | \$ 18.315  | 02/16/2012                           |  | M                              | 4,000   | 05/17/2003   | 05/17/2012  | Common Stock | 4,000                      |
| Options to Purchase Common Stock <sup>(4)</sup> | \$ 18.91   |                                      |  |                                |   | 05/12/2005   | 05/12/2015  | Common Stock | 15,000                     |
| Options to Purchase Common Stock <sup>(1)</sup> | \$ 17.85   |                                      |  |                                |   | 05/16/2004 <sup>(2)</sup>                                | 05/16/2013  | Common Stock | 9,000                      |
| Options to Purchase Common Stock <sup>(1)</sup> | \$ 20.47   |                                      |  |                                |   | 04/23/2005 <sup>(3)</sup>                                | 04/23/2014  | Common Stock | 10,000                     |
| Options to Purchase Common Stock <sup>(4)</sup> | \$ 21.21   |                                      |  |                                |   | 12/12/2005   | 12/12/2015  | Common Stock | 12,000                     |
| Options to Purchase Common Stock <sup>(6)</sup> | \$ 22  |                                      |  |                                |   | 08/29/2008 <sup>(5)</sup>                                | 08/29/2017  | Common Stock | 9,000                      |
| Options to Purchase                             | \$ 24.27   |                                      |  |                                |   | 08/18/2009 <sup>(7)</sup>                                | 08/18/2018  | Common Stock | 9,000                      |

Common  
Stock (6)

Options  
to

Purchase \$ 18.27

08/21/2010<sup>(8)</sup> 08/21/2019 Common Stock 11,500

Common  
Stock (6)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KEEFER JOSEPH G<br>BRYN MAWR BANK CORPORATION<br>801 LANCASTER AVENUE<br>BRYN MAWR, PA 19010 |               |           | EVP     |       |

## Signatures

Joseph G.  
Keefer 08/22/2012

    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) Acquired in a Transaction exempt under Rule 16b-3
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.
- (3) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.
- (4) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (5) 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.
- (6) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (7) 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.
- (8) The options become exercisable over a five (5) year period in 20% increments starting on 8/21/2010 and on each 8/21 thereafter until the options are fully exercisable.
- (9) This information based on a plan statement dated 8/21/2012.

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.