BRYN MAWR BANK CORP

Form 4 April 28, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS THOMAS A			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) 322 THORNE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
ROSEMONT	(Street)		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 Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired Disposed of ar Repeticially Owner		

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	spose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/28/2006		J <u>(8)</u>	566	A	\$ 22.07	20,823	D	

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

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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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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 (7)	\$ 20.47					04/23/2005(1)	04/23/2014	Common Stock	3,000
Options to Purchase Common Stock (7)	\$ 8.453					04/18/1997	04/18/2007	Common Stock	4,000
Options to Purchase Common Stock (7)	\$ 12.25					04/24/1998	04/24/2008	Common Stock	4,000
Options to Purchase Common Stock (7)	\$ 13.2188					04/20/2000	04/20/2009	Common Stock	2,000
Options to Purchase Common Stock (7)	\$ 10.75					04/18/2001	04/18/2010	Common Stock	2,000
Options to Purchase Common Stock (7)	\$ 12.45					04/17/2002(2)	04/17/2011	Common Stock	2,000
Options to Purchase	\$ 16.25					04/16/2003(3)	04/16/2012	Common Stock	2,000

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Common Stock (7)					
Options to Purchase Common Stock (7)	\$ 18.46	04/15/2004(4)	04/15/2013	Common Stock	2,000
Options to Purchase Common Stock (7)	\$ 17.85	05/16/2004(5)	05/16/2013	Common Stock	1,000
Options to Purchase Common Stock (6)	\$ 18.91	05/12/2005	05/12/2015	Common Stock	3,500
Options to Purchase Common Stock (6)	\$ 21.21	12/12/2005	12/12/2015	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WILLIAMS THOMAS A 322 THORNBROOK AVENUE ROSEMONT, PA 19010	X					

Signatures

Thomas A.
Williams

**Signature of Reporting Person

O4/28/2006

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 6/16/2005.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/17/02 and on each 4/17 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 4/16/03 and on each 4/16 thereafter until the options are fully exercisable.

(4)

Reporting Owners 3

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These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/15/04 and on each 4/15 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 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.
- (6) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (7) Acquired in a transaction exempt under Rule 16b-3.
- (8) The \$12,500 retainer for the year 2006 for Non-Employee Directors was paid in corporation stock.

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.