

LETO FRANCIS J
Form 5
February 13, 2019

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
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1. Name and Address of Reporting Person *
LETO FRANCIS J

(Last) (First) (Middle)

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)
12/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRYN MAWR, PA 19010

☒ 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 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	Â	Â	Â	Â Â Â Â	48,123	D	Â
Common Stock	Â	Â	Â	Â Â Â Â	568	I	Held in 401(K) Plan

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

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SEC 2270
(9-02)

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	9. Amount or Number of Shares	10. Other
					(A) (D)	Date Exercisable Expiration Date	Title			
Restricted Stock Units	Â	Â	Â	Â	Â Â Â (2)	Â (2)	Common Stock	3,070	Â	Â
Restricted Stock Units	Â	Â	Â	Â	Â Â Â (3)	Â (3)	Common Stock	913	Â	Â
Restricted Stock Units	Â	Â	Â	Â	Â Â Â (4)	Â (4)	Common Stock	2,373	Â	Â
Restricted Stock Units	Â	Â	Â	Â	Â Â Â (5)	Â (5)	Common Stock	2,400	Â	Â

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LETO FRANCIS J 801 LANCASTER AVENUE BRYN MAWR, PA 19010	Â X Â Â President and CEO Â

Signatures

/s/ Diane McDonald,
Attorney-in-Fact
Date 02/13/2019

**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) Each restricted stock unit represents a contingent right to receive one share of BMTC common stock.

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- (2) Represents Restricted Stock Units granted under the Bryn Mawr Bank Corporation Amended and Restated 2010 Long-Term Incentive Plan ("LTIP") that, subject to certain conditions, will vest on August 9, 2021.
- (3) On August 12, 2016, the reporting person was granted 2,739 Restricted Stock Units under the LTIP that are subject to time-based vesting in three annual installments, which began August 12, 2017.
- (4) On August 11, 2017, the reporting person was granted 3,560 Restricted Stock Units under the LTIP that are subject to time-based vesting in three annual installments, which began August 11, 2018.
- (5) On February 7, 2018, the reporting person was granted 2,400 Restricted Stock Units under the LTIP that are subject to time-based vesting in three annual installments, which began February 7, 2019.

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.