

SANDY SPRING BANCORP INC  
 Form 3  
 November 07, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>McDowell Ronda M</p> <p>(Last) (First) (Middle)</p> <p>SANDY SPRING BANCORP, INC., 17801 GEORGIA AVENUE</p> <p>(Street)</p> <p>OLNEY, MD 20832</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/30/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SANDY SPRING BANCORP INC [SASR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  EVP, Chief Credit Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,291	D	^
Common Stock	116	D <u>(1)</u>	^
Common Stock	317	D <u>(2)</u>	^
Common Stock	465	D <u>(3)</u>	^
Common Stock	548	D <u>(4)</u>	^
Common Stock	549	D <u>(5)</u>	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	12/17/2003 <sup>(6)</sup>	12/17/2013	Common Stock	2,200	\$ 38.91	D	Â
Stock Options (Right to Buy)	12/15/2004 <sup>(6)</sup>	12/14/2014	Common Stock	16	\$ 38	D	Â
Stock Options (Right to Buy)	12/15/2004 <sup>(6)</sup>	12/15/2014	Common Stock	2,859	\$ 38	D	Â
Stock Options (Right to Buy)	12/13/2007 <sup>(6)</sup>	12/13/2013	Common Stock	1,662	\$ 37.4	D	Â
Stock Options (Right to Buy)	03/26/2009 <sup>(6)</sup>	03/26/2015	Common Stock	1,800	\$ 27.96	D	Â
Stock Options (Right to Buy)	03/31/2011 <sup>(6)</sup>	03/31/2017	Common Stock	1,781	\$ 15	D	Â
Stock Options (Right to Buy)	03/30/2012 <sup>(7)</sup>	03/30/2018	Common Stock	1,872	\$ 18.69	D	Â
Stock Options (Right to Buy)	03/28/2013 <sup>(7)</sup>	03/28/2019	Common Stock	744	\$ 19.02	D	Â
Stock Options (Right to Buy)	04/01/2014 <sup>(8)</sup>	03/27/2020	Common Stock	597	\$ 20.26	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDowell Ronda M SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832	Â	Â	Â EVP, Chief Credit Officer	Â

## Signatures

/s/ Janet VA Replogle, attorney-in-fact for Ms. McDowell

11/07/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 25, 2010.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 31, 2011.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 30, 2012.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 28, 2013.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually over five years beginning April 1, 2014.
- (6) Stock options fully vested and exercisable.
- (7) Stock options granted under the 2005 Omnibus Stock Plan vest in equal annual increments on the first, second, and third anniversary of the grant.
- (8) Stock options granted under the 2005 Omnibus Stock Plan vest in equal annual increments beginning on April 1, 2014.

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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