

PETERS FREDERICK C II
Form 4
May 13, 2005

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)
05/12/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Pres., Chairman and Director

BRYN MAWR, PA 19010

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 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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Common
Stock

12,725

I

175

I

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

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Common Stock				Held in Spouse's IRA
Common Stock	171.53	I		Held in Deferred Bonus Plan
Common Stock	2,807.7	I		Held in 401 (k) Plan
Common Stock	21,025	D		

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

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(9-02)

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	\$ 20.47							04/23/2005 ⁽¹⁾	04/23/2014	Common Stock	24,000
Options to Purchase Common Stock	\$ 12.45							04/17/2002 ⁽²⁾	04/17/2011	Common Stock	30,000
Options to Purchase Common Stock	\$ 16.26							04/16/2003 ⁽³⁾	04/16/2012	Common Stock	20,000
	\$ 18.46							04/15/2004 ⁽⁴⁾	04/15/2013		20,000

Options
to
Purchase
Common
Stock

Common
Stock

Options
to
Purchase \$ 17.85
Common
Stock

05/16/2004⁽⁵⁾ 05/16/2013

Common
Stock 4,000

Options
to
Purchase \$ 18.91 05/12/2005
Common
Stock

A⁽⁶⁾ 30,000

05/12/2005 05/12/2015

Common
Stock 30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PETERS FREDERICK C II
BRYN MAWR BANK CORPORATION
801 LANCASTER AVENUE
BRYN MAWR, PA 19010

Pres., Chairman and Director

Signatures

Frederick C.
Peters II 05/13/2005

 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) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 23, 2005 and on each April 23 thereafter until the options are fully exercisable.
- (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) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.

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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