

BRYN MAWR BANK CORP  
 Form 5  
 February 11, 2008

# FORM 5

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

OMB APPROVAL

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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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and Chairman

**BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE**

(Street)

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

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 Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock                    | 12/31/2007                           |  | A                              | Amount (A) or (D) Price   | 13,550   | I  | The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover |

|              |   |   |   |   |   |   |          |   |                             |
|--------------|---|---|---|---|---|---|----------|---|-----------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 175      | I | IRA<br>Held in Spouse's IRA |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,960.03 | I | Held in 401(k) Plan         |
| Common Stock | Â | Â | Â | Â | Â | Â | 21,025   | D | Â                           |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  |                                | (A) (D)   | Date Exercisable<br>Expiration Date                      | Title<br>Amount or Number of Shares                           |
| Options to Purchase Common Stock <u>(6)</u> | \$ 20.47   | Â                                    | Â  | Â                              | Â   | 04/23/2005 <sup>(1)</sup> 04/23/2014                     | Common Stock 24,000   |
| Options to Purchase Common Stock <u>(6)</u> | \$ 12.45   | Â                                    | Â  | Â                              | Â   | 04/17/2002 <sup>(2)</sup> 04/17/2011                     | Common Stock 30,000   |
| Options to Purchase Common Stock <u>(6)</u> | \$ 16.26   | Â                                    | Â  | Â                              | Â   | 04/16/2003 <sup>(3)</sup> 04/16/2012                     | Common Stock 20,000   |
| Options to Purchase                         | \$ 18.46   | Â                                    | Â  | Â                              | Â   | 04/15/2004 <sup>(4)</sup> 04/15/2013                     | Common Stock 20,000   |

Common Stock <sup>(6)</sup>

Options to

|          |          |   |   |   |   |   |                           |            |              |       |
|----------|----------|---|---|---|---|---|---------------------------|------------|--------------|-------|
| Purchase | \$ 17.85 | Â | Â | Â | Â | Â | 05/16/2004 <sup>(5)</sup> | 05/16/2013 | Common Stock | 4,000 |
|----------|----------|---|---|---|---|---|---------------------------|------------|--------------|-------|

Options to

|          |          |   |   |   |   |   |            |            |              |        |
|----------|----------|---|---|---|---|---|------------|------------|--------------|--------|
| Purchase | \$ 18.91 | Â | Â | Â | Â | Â | 05/12/2005 | 05/12/2015 | Common Stock | 30,000 |
|----------|----------|---|---|---|---|---|------------|------------|--------------|--------|

Options to

|          |          |   |   |   |   |   |            |            |              |        |
|----------|----------|---|---|---|---|---|------------|------------|--------------|--------|
| Purchase | \$ 21.21 | Â | Â | Â | Â | Â | 12/12/2005 | 12/12/2015 | Common Stock | 24,000 |
|----------|----------|---|---|---|---|---|------------|------------|--------------|--------|

Options to

|               |                         |   |   |   |   |   |   |   |              |       |
|---------------|-------------------------|---|---|---|---|---|---|---|--------------|-------|
| Phantom Stock | \$ 22.93 <sup>(8)</sup> | Â | Â | Â | Â | Â | Â | Â | Common Stock | 184.6 |
|---------------|-------------------------|---|---|---|---|---|---|---|--------------|-------|

Options to

|          |       |   |   |   |   |   |                            |            |              |        |
|----------|-------|---|---|---|---|---|----------------------------|------------|--------------|--------|
| Purchase | \$ 22 | Â | Â | Â | Â | Â | 08/29/2008 <sup>(10)</sup> | 08/29/2017 | Common Stock | 18,000 |
|----------|-------|---|---|---|---|---|----------------------------|------------|--------------|--------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| PETERS FREDERICK C II<br>BRYN MAWR BANK CORPORATION<br>801 LANCASTER AVENUE<br>BRYN MAWR, PA 19010 | Â X           | Â         | Â President and Chairman | Â     |

## Signatures

Frederick C. Peters II                      02/11/2008

         \*\*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) The vesting of these options was accelerated by the registrant and became fully vested as of June 16, 2005.
- (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.

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- (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) Acquired in a transaction exempt under Rule 16b-3
- (7) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (8) Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable, in cash, upon the reporting person's termination of service as an employee.
- (9) Held in Bryn Mawr Trust Company Executive Officers Deferred Comp. Plan.
- (10) 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.
- (11) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.

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