

BRYN MAWR BANK CORP

Form 4

August 19, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEEFER JOSEPH G

(Last) (First) (Middle)

BRYN MAWR BANK
CORPORATION, 801
LANCASTER AVENUE

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BRYN MAWR BANK CORP
[BMTC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(D)	Price
Common Stock							
					5,753.67	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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information contained in this form are not
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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Options to Purchase Common Stock ⁽¹⁾	\$ 13.2188					04/20/2000 04/20/2009	Common Stock 3,200
Options to Purchase Common Stock ⁽¹⁾	\$ 10.5					05/19/2001 05/19/2010	Common Stock 2,000
Options to Purchase Common Stock ⁽¹⁾	\$ 15.15					06/22/2002 ⁽²⁾ 06/22/2011	Common Stock 5,000
Options to Purchase Common Stock ⁽¹⁾	\$ 18.315					05/17/2003 ⁽³⁾ 05/17/2012	Common Stock 6,000
Options to Purchase Common Stock ⁽¹⁾	\$ 17.85					05/16/2004 ⁽⁴⁾ 05/16/2013	Common Stock 9,000
Options to Purchase Common Stock ⁽¹⁾	\$ 20.47					04/23/2005 ⁽⁵⁾ 04/23/2014	Common Stock 10,000
Options to Purchase	\$ 18.91					05/12/2005 05/12/2015	Common Stock 15,000

Common
Stock (6)Options
to

Purchase \$ 21.21

12/12/2005

12/12/2015

Common
Stock

12,000

Common
Stock (6)Options
to

Purchase \$ 22

08/29/2008⁽⁷⁾

08/29/2017

Common
Stock

9,000

Common
Stock (8)Options
to

Purchase \$ 24.27 08/18/2008

A

9,000

08/18/2009⁽⁹⁾

08/18/2018

Common
Stock

9,000

Common
Stock (8)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KEEFER JOSEPH G
BRYN MAWR BANK CORPORATION
801 LANCASTER AVENUE
BRYN MAWR, PA 19010

EVP

Signatures

Joseph G.
Keefer

08/19/2008

 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) Acquired in a Transaction exempt under Rule 16b-3
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 6/22/02 and on each 6/22 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 5/17/03 and on each 5/17 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 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.
- (5) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.
- (6) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.

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- (7) 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.
- (8) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (9) The options become exercisable over a five (5) year period in 20% increments starting on 8/18/2009 and on each 8/18 thereafter until the options are fully exercisable.

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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