

MAY A JOHN III
Form 5
February 14, 2018

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 *
MAY A JOHN III

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)
12/31/2017

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

400 BERWYN PARK,, 899
CASSATT ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BERWYN, PA 19312-1183

☒ 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	Â	Â	Â	Â Â Â Â Â	12,130	D	Â

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

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SEC 2270
(9-02)

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

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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 Net Book Value of Underlying Securities (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock <u>(1)</u>	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	704
Phantom Stock <u>(1)</u>	Â	Â	Â	Â	Â	Â	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,278
Restricted Stock Units	Â	Â	Â	Â	Â	Â	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	165
Restricted Stock Units	Â	Â	Â	Â	Â	Â	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	202

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAY A JOHN III 400 BERWYN PARK, 899 CASSATT ROAD BERWYN, PA 19312-1183	X			

Signatures

/s/ Megan O. Iannacone,
Attorney-in-Fact

02/14/2018

****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 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 a director.
- (2) Held in Bryn Mawr Trust Company Deferred Compensation Plan for Directors.
- (3) Held in Bryn Mawr Bank Corporation Deferred Compensation Plan for Directors.

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- On August 12, 2016, the reporting person was granted 247 restricted stock units subject to time based vesting in three annual installments
- (4) beginning on August 12, 2017. Each restricted stock unit represents a contingent right to receive one share of Bryn Mawr Bank Corporation stock.
- On August 11, 2017, the reporting person was granted 202 restricted stock units subject to time-based vesting in three annual installments
- (5) beginning on August 11, 2018. Each restricted stock unit represents a contingent right to receive one share of Bryn Mawr Bank Corporation common stock.
- (6) All phantom stock units were acquired at the then-current per share market value of Bryn Mawr Bank Corporation common stock as of the date the units were credited to the Reporting Person's account under the Plan.

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.