Edgar Filing: TRI COUNTY FINANCIAL CORP /MD/ - Form 4/A

TRI COUNTY FINANCIAL CORP /MD/

Form 4/A March 08, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and A COCKERH.	2. Issuer Name and Ticker or Trading Symbol TRI COUNTY FINANCIAL CORP /MD/ [TCFC.OB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) 3035 LEON	(N			3. Date of Earliest Transaction (Month/Day/Year) 12/30/2005					Director 10% Owner X Officer (give title Other (specify below) below) Exec. V.P. & Chief Lending Off			
WALDORF	4. If Amendment, Date Original Filed(Month/Day/Year) 01/04/2006					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)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	12/30/2005			M	3,701	A	\$ 4.567	19,628	D			
Common Stock								15,304	I	By ESOP		
Common Stock								1,170	I	By IRA		

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

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number.

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. Transacti Code (Instr. 8)	orof D Secu Acq (A) Disp (D)	or cosed of cr. 3, 4,	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
Stock Option (Right to Buy)	\$ 4.567	12/30/2005		M		3,701	12/31/1995	12/31/2005	Common Stock	3,701
Stock Option (Right to Buy)	\$ 10.805						12/31/1998	12/31/2008	Common Stock	8,449
Stock Option (Right to Buy)	\$ 11.82						12/31/1999	12/31/2009	Common Stock	477
Stock Option (Right to Buy)	\$ 11.822						12/31/1999	12/31/2009	Common Stock	1,773
Stock OPtion (Right to Buy)	\$ 11.867						12/31/2000	12/31/2010	Common Stock	2,266
Stock Option (Right to Buy)	\$ 11.778						12/31/2001	12/31/2011	Common Stock	4,500
Stock Option (Right to Buy)	\$ 17.333						12/31/2002	12/31/2012	Common Stock	2,025
Stock Option	\$ 19.113						02/04/2004	12/31/2013	Common Stock	5,067

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(Right to Buy)				
Stock Option (right to buy)	\$ 23.83 (1)	12/27/2004 12/27/2014	Common Stock	7,152
Stock Option (Right to Buy)	\$ 33.433	12/19/2005 12/19/2015	Common Stock	3,651

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COCKERHAM GREOGORY C 3035 LEONARDTOWN ROAD WALDORF, MD 20601

Exec. V.P. & Chief Lending Off

Signatures

/s/ Cockerham, Gregory C. 03/06/2006

**Signature of Reporting Date
Person

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) Adjusts the number of shares of common stock underlying such options and the exercise price to reflect the three-for-two stock split of the Company's common stock on December 29, 2005, which adjustment was not reported in the initial filing.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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