

HARRAL WILLIAM III  
 Form 4  
 February 02, 2006

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARRAL WILLIAM 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)  
**250 RAVENSCLIFF**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/02/2006**

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

**ST. DAVIDS, PA 19087**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
Common Stock				(A) Code V	Amount 4,320	Price I	Held in BMBC Deferred Comp. Plan for Directors
Common Stock				(A) Code V	Amount 2,269	Price I	Held in Bryn Mawr Trust Co. Deferred Plan

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Common Stock	02/02/2006	M	4,000	A	\$ 12.25	23,400	D
Common Stock	02/02/2006	M	2,000	A	\$ 10.75	25,400	D
Common Stock	02/02/2006	M	2,000	A	\$ 12.45	27,400	D
Common Stock	02/02/2006	S	8,000	D	\$ 21.0017	19,400	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 <sup>(7)</sup>	\$ 20.47					04/23/2005 <sup>(1)</sup> 04/23/2014	Common Stock 3,000
Options to Purchase Common Stock <sup>(7)</sup>	\$ 12.25	02/02/2006		M	4,000	04/24/1998 04/24/2008	Common Stock 4,000
Options to Purchase Common Stock <sup>(7)</sup>	\$ 13.2188					04/20/2000 04/20/2009	Common Stock 2,000
Options to	\$ 10.75	02/02/2006		M	2,000	04/18/2001 04/18/2010	Common Stock 2,000

Purchase  
Common  
Stock (7)

Options  
to

Purchase \$ 12.45 02/02/2006  
Common  
Stock (7)

M

2,000

04/17/2002<sup>(2)</sup>

04/17/2011

Common  
Stock

2,000

Options  
to

Purchase \$ 16.25  
Common  
Stock (7)

04/16/2003<sup>(3)</sup>

04/16/2012

Common  
Stock

2,000

Options  
to

Purchase \$ 18.46  
Common  
Stock (7)

04/15/2004<sup>(4)</sup>

04/15/2013

Common  
Stock

2,000

Options  
to

Purchase \$ 17.85  
Common  
Stock (7)

05/16/2004<sup>(5)</sup>

05/16/2013

Common  
Stock

1,000

Options  
to

Purchase \$ 18.91  
Common  
Stock (6)

05/12/2005

05/12/2015

Common  
Stock

3,500

Options  
to

Purchase \$ 21.21  
Common  
Stock (6)

12/12/2005

12/12/2015

Common  
Stock

3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRAL WILLIAM III 250 RAVENSCLIFF ST. DAVIDS, PA 19087	X			

## Signatures

William Harral,  
III 02/02/2006

\_\_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 6/16/2005
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/17/02 and on each 4/17 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 4/16/03 and on each 4/16 thereafter until the options are fully exercisable.
- (4) These options become exercisable over a three (3) period in 33 1/3% increments starting on 4/15/04 and on each 4/15 thereafter until the options are fully exercisable.
- (5) These options become exercisable over a three (3) period in 33 1/3% increments starting on 5/16/04 and on each 5/16 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.
- (7) Acquired 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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