

LETO FRANCIS J
Form 5
February 10, 2006

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

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1. Name and Address of Reporting Person *
LETO FRANCIS J

(Last) (First) (Middle)

CELLI AND LETO, LLP, 1062
LANCASTER AVENUE, SUITE
15-C

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

ROSEMONT, 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	12/31/2005	12/31/2005	A	A	5,424	D	
Common Stock	12/31/2005	12/31/2005	A	A	182	I (1)	Spouse

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to Purchase Common Stock <u>(6)</u>	\$ 20.47	Â	Â	<u>(2)</u>	Â Â	04/23/2005 <u>(2)</u> 04/23/2014	Common Stock 3,000
Options to Purchase Common Stock <u>(6)</u>	\$ 16.25	Â	Â	Â	Â Â	04/16/2003 <u>(3)</u> 04/16/2012	Common Stock 2,000
Options to Purchase Common Stock <u>(6)</u>	\$ 18.46	Â	Â	Â	Â Â	04/15/2004 <u>(4)</u> 04/15/2013	Common Stock 2,000
Options to Purchase Common Stock <u>(6)</u>	\$ 17.85	Â	Â	Â	Â Â	05/16/2004 <u>(5)</u> 05/16/2013	Common Stock 1,000
Options to Purchase Common Stock <u>(7)</u>	\$ 18.91	Â	Â	Â	Â Â	05/12/2005 05/12/2015	Common Stock 3,500
Options to Purchase Common Stock <u>(7)</u>	\$ 21.21	Â	Â	Â	Â Â	12/12/2005 12/12/2015	Common Stock 3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LETO FRANCIS J CELLI AND LETO, LLP 1062 LANCASTER AVENUE, SUITE 15-C ROSEMONT, PA 19010	☒	☐	☐	☐

Signatures

Francis J. Leto 02/10/2006

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 reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for Section 16 or any other purpose.
- (2) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/05.
- (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) year 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) year period in 33 1/3% increments starting on 5/16/04 and on each 5/16 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.

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