

PETERS FREDERICK C II  
Form 4  
January 21, 2009

**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 \*  
PETERS FREDERICK C II

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. Date of Earliest Transaction  
(Month/Day/Year)  
01/20/2009

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

BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE  
(Street)

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

BRYN MAWR, PA 19010  
(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 13,550  | I  | The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover IRA |
|                                 |                                      |  |                                |   | 175   | I  |  |

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|              |  |           |   |  |  |                      |
|--------------|--|-----------|---|--|--|----------------------|
| Common Stock |  |           |   |  |  | Held in Spouse's IRA |
| Common Stock |  | 3,035.239 | I |  |  | Held in 401(k) Plan  |
| Common Stock |  | 21,025    | 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) | 8. Amount or Number of Shares |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Options to Purchase Common Stock <sup>(6)</sup> | \$ 20.47   |                                      |  |                                |   | 04/23/2005 <sup>(1)</sup>                                | 04/23/2014  | Common Stock                  | 24,000                     |
| Options to Purchase Common Stock <sup>(6)</sup> | \$ 12.45   |                                      |  |                                |   | 04/17/2002 <sup>(2)</sup>                                | 04/17/2011  | Common Stock                  | 30,000                     |
| Options to Purchase Common Stock <sup>(6)</sup> | \$ 16.26   |                                      |  |                                |   | 04/16/2003 <sup>(3)</sup>                                | 04/16/2012  | Common Stock                  | 20,000                     |
| Options to                                      | \$ 18.46   |                                      |  |                                |   | 04/15/2004 <sup>(4)</sup>                                | 04/15/2013  | Common Stock                  | 20,000                     |

|  |                        |            |   |   |                            |            |                 |        |  |
|--|------------------------|------------|---|---|----------------------------|------------|-----------------|--------|--|
| Purchase<br>Common<br>Stock <u>(6)</u>                   |                        |            |   |   |                            |            |                 |        |  |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(6)</u>  | \$ 17.85               |            |   |   | 05/16/2004 <sup>(5)</sup>  | 05/16/2013 | Common<br>Stock | 4,000  |  |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(7)</u>  | \$ 18.91               |            |   |   | 05/12/2005                 | 05/12/2015 | Common<br>Stock | 30,000 |  |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(7)</u>  | \$ 21.21               |            |   |   | 12/12/2005                 | 12/12/2015 | Common<br>Stock | 24,000 |  |
| Phantom<br>Stock   | \$ 20.19<br><u>(8)</u> | 01/20/2009 | I | 1 | <u>(8)</u>                 | <u>(8)</u> | Common<br>Stock | 1      |  |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(11)</u> | \$ 22                  |            |   |   | 08/29/2008 <sup>(10)</sup> | 08/29/2017 | Common<br>Stock | 18,000 |  |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(11)</u> | \$ 24.27               |            |   |   | 08/18/2009 <sup>(12)</sup> | 08/18/2018 | Common<br>Stock | 18,000 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| PETERS FREDERICK C II<br>BRYN MAWR BANK CORPORATION<br>801 LANCASTER AVENUE<br>BRYN MAWR, PA 19010 | X             |           | President<br>and<br>Chairman |       |

## Signatures

Frederick C.  
Peters II

01/21/2009

\*\*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 June 16, 2005.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 17, 2002 and on each April 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 April 16, 2003 and on each April 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 April 15, 2004 and on each April 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 May 16, 2004 and on each May 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.
- (8) 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 an employee.
- (9) Held in Bryn Mawr Trust Company Executive Officers Deferred Comp. Plan.
- (10) 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.
- (11) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (12) 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. 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.