

SMITH JAMES DUNCAN  
 Form 5  
 February 09, 2009

**FORM 5**

**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).  
 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

1. Name and Address of Reporting Person \*  
 SMITH JAMES DUNCAN

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)  
 12/31/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Treasurer & Assist. Secretary

801 LANCASTER AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BRYN MAWR, 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) | (A) or (D) | Price | 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     | 5,105                                                                                      | D                                                        | Â                                 |
| Common Stock                    | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 280.285                                                                                    | I                                                        | Held in 401(k) Plan               |

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 <sup>(1)</sup> | \$ 18.91                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 05/12/2005 05/12/2015                                    | Common Stock 15,000                                           |
| Options to Purchase Common Stock <sup>(1)</sup> | \$ 21.21                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 12/12/2005 12/12/2015                                    | Common Stock 12,000                                           |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 22                                                  | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 08/29/2008 <sup>(2)</sup> 08/29/2017                     | Common Stock 9,000                                            |
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 24.27                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 08/18/2009 <sup>(4)</sup> 08/18/2018                     | Common Stock 9,000                                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                 |       |
|-------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                         | Other |
| SMITH JAMES DUNCAN<br>801 LANCASTER AVENUE<br>BRYN MAWR, PA 19010 | Â             | Â         | Â Treasurer & Assist. Secretary | Â     |

## Signatures

James Duncan  
Smith

02/09/2009

\_\_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) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (2) 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.
- (3) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (4) 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 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.