

BRYN MAWR BANK CORP
 Form 4
 May 28, 2014

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 *
 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)
 801 LANCASTER AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2014

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

BRYN MAWR, PA 19010

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

(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 | | | | | 3,992 | I | Held in 401(k) Plan |
| Common Stock | 05/27/2014 | | M | 9,000 A | \$ 22 14,905 | D | |
| Common Stock | 05/27/2014 | | S | 9,000 D | \$ 28.204 5,905 | D | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to Purchase Common Stock ⁽²⁾ | \$ 22 | 05/27/2014 | | M | 9,000 | 08/29/2008 ⁽¹⁾ | 08/29/2017 | Common Stock | 9,000 |
| Options to Purchase Common Stock ⁽²⁾ | \$ 24.27 | | | | | 08/18/2009 ⁽³⁾ | 08/18/2018 | Common Stock | 9,000 |
| Options to Purchase Common Stock ⁽²⁾ | \$ 18.27 | | | | | 08/21/2010 ⁽⁴⁾ | 08/21/2019 | Common Stock | 4,600 |

Reporting Owners

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

Signatures

James Duncan
Smith 05/28/2014

**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 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.
- (2) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (3) 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.
- (4) The options become exercisable over a five (5) year period in 20% increments starting on 8/21/2010 and on each 8/21 thereafter until the options are fully exercisable.
- (5) The breakdown of the sale is as follows: 534 shares at \$28.25, 1,009 shares at 28.21 and 7,457 shares at \$28.20.

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.