

LETO FRANCIS J
Form 5
February 10, 2006

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
LETO FRANCIS J

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)
12/31/2005

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

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

(Street)

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) | (A) or (D) | Amount | 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 | Â | 5,424 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | Â | 182 | I ⁽¹⁾ | Spouse |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Edgar Filing: LETO FRANCIS J - Form 5

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 ⁽⁶⁾ | \$ 20.47 | Â | Â | <u>(2)</u> | Â Â | 04/23/2005 ⁽²⁾ 04/23/2014 | Common Stock 3,000 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 16.25 | Â | Â | Â | Â Â | 04/16/2003 ⁽³⁾ 04/16/2012 | Common Stock 2,000 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 18.46 | Â | Â | Â | Â Â | 04/15/2004 ⁽⁴⁾ 04/15/2013 | Common Stock 2,000 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 17.85 | Â | Â | Â | Â Â | 05/16/2004 ⁽⁵⁾ 05/16/2013 | Common Stock 1,000 |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 18.91 | Â | Â | Â | Â Â | 05/12/2005 05/12/2015 | Common Stock 3,500 |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 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 | X | | | |

Signatures

Francis J. Leto 02/10/2006
**Signature of Date
Reporting Person

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.

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.