

Bancorp, Inc.
Form 4/A
February 22, 2007

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 *
Beach Walter T

(Last) (First) (Middle)

C/O THE BANCORP, INC., 405 SILVERSIDE ROAD

(Street)

WILMINGTON, DE 19809

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bancorp, Inc. [TBBK]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
10/03/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 09/30/2005 | | C | 5,821 A \$ 0 ⁽²⁾ | 25,463 | I | By Clear View Investment Fund, L.P. ⁽³⁾ |
| Common Stock ⁽¹⁾ | 09/30/2005 | | C | 9,315 A \$ 0 ⁽⁴⁾ | 44,743 | I | By Mill Creek Investment Partners, L.P. ⁽⁵⁾ |

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 (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 |
|---|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|-------------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Series A Convertible Preferred Stock ⁽¹⁾ | <u>(2)</u> | 09/30/2005 | | C | 5,821 | <u>(2)</u> | <u>(2)</u> | Common Stock | 5,821 |
| Series A Convertible Preferred Stock ⁽¹⁾ | <u>(4)</u> | 09/30/2005 | | C | 9,315 | <u>(4)</u> | <u>(4)</u> | Common Stock | 9,315 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Beach Walter T C/O THE BANCORP, INC. 405 SILVERSIDE ROAD WILMINGTON, DE 19809 | X | | | |

Signatures

Martin F. Egan,
attorney-in-fact 02/22/2007

 **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).
This amendment is being filed to include conversions of preferred stock into common stock of the issuer that were erroneously omitted from the original filing. These common shares were omitted from subsequent Forms 4 filed by the reporting person after the original Form 4 was filed.
- (1) The reporting person converted 5,821 shares of Series A convertible preferred stock into common stock on September 30, 2005. The preferred stock was convertible into common stock on a one-for-one basis and had no expiration date.
- (2) The reporting person is a partner in Clear View Investment Fund, L.P. as well as the sole member of Beach Asset Management, LLC, the general partner of the fund.
- (3) The reporting person converted 9,315 shares of Series A convertible preferred stock into common stock on September 30, 2005. The preferred stock was convertible into common stock on a one-for-one basis and had no expiration date.
- (4) The reporting person is a co-member and the managing director of Beach Investment Management, LLC, the general partner of Mill Creek Investment Partners, L.P.
- (5)

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.