

PETERS FREDERICK C II
 Form 4
 February 15, 2013

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)
 BRYN MAWR BANK
 CORPORATION, 801
 LANCASTER AVENUE

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2013

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

(Street)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) Code V Amount (D) Price | 14,700 | I | The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover IRA |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------------------|--------|----------------------|
| Common Stock | | | | | | 175 | I | Held in Spouse's IRA |
| Common Stock | | | | | | 3,441.299 | I | Held in 401 (k) Plan |
| Common Stock | 02/14/2013 | | M | 4,000 | A | \$ 17.85 | 31,425 | D |
| Common Stock | 02/14/2013 | | M | 20,000 | A | \$ 18.46 | 51,425 | D |
| Common Stock | 02/14/2013 | | S | 4,000 | D | \$ 23.1885 (12) | 47,425 | D |
| Common Stock | 02/14/2013 | | S | 20,000 | D | \$ 23.0353 (13) | 27,425 | 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 required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to Purchase Common Stock ⁽⁴⁾ | \$ 20.47 | | | | | 04/23/2005 ⁽¹⁾ | 04/23/2014 | Common Stock | 24,000 |
| Options to Purchase Common Stock ⁽⁴⁾ | \$ 18.46 | 02/14/2013 | | M | 20,000 | 04/15/2004 ⁽²⁾ | 04/15/2013 | Common Stock | 20,000 |

| | | | | | | | | |
|---|----------|------------|---|-------|----------------------------|----------------|--------------|--------|
| Options to Purchase Common Stock ⁽⁴⁾ | \$ 17.85 | 02/14/2013 | M | 4,000 | 05/16/2004 ⁽³⁾ | 05/16/2013 | Common Stock | 4,000 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 18.91 | | | | 05/12/2005 | 05/12/2015 | Common Stock | 30,000 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 21.21 | | | | 12/12/2005 | 12/12/2015 | Common Stock | 24,000 |
| Phantom Stock ⁽⁶⁾ | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 0 |
| Options to Purchase Common Stock ⁽⁹⁾ | \$ 22 | | | | 08/29/2008 ⁽⁸⁾ | 08/29/2017 | Common Stock | 18,000 |
| Options to Purchase Common Stock ⁽⁹⁾ | \$ 24.27 | | | | 08/18/2009 ⁽¹⁰⁾ | 08/18/2018 | Common Stock | 18,000 |
| Options to Purchase Common Stock ⁽⁹⁾ | \$ 18.27 | | | | 08/21/2010 ⁽¹¹⁾ | 08/21/2019 | Common Stock | 23,000 |

Reporting Owners

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

Signatures

Frederick C. Peters II 02/15/2013

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 15, 2004 and on each April 15 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 May 16, 2004 and on each May 16 thereafter until the options are fully exercisable.
 - (4) Acquired in a transaction exempt under Rule 16b-3
 - (5) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
 - (6) 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.
 - (7) Held in Bryn Mawr Trust Company Executive Officers Deferred Comp. Plan.
 - (8) 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.
 - (9) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
 - (10) 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.
 - (11) 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.
- The breakdown of the sale is as follow: 200 shs. @ \$23.132; 100 shs. @ \$23.196; 699 shs. @ \$23.18; 100 shs. @ \$23.184; 600 shs. @ \$23.196; 200 shs. @ \$23.19; 100 shs. @ \$23.162; 100 shs. @ \$23.16; 500 shs. @ \$23.1601; 100 shs. @ \$23.22; 100 shs. @ \$23.236; 1 shs. @ \$23.24; 200 shs. @ \$23.23; 500 shs. @ \$23.2232; 500 shs. @ \$23.185.
- The breakdown of the sale is as follows: 100 shs. @ \$23.02; 608 shs. @ \$23.01; 11,692 shs. @ \$23; 1,000 shs. @ \$ 23.028; 1,016 shs. @ \$23.08; 200 shs. @ \$23.05; 100 shs. @ \$23.03; 400 shs. @ \$23.081; 400 shs. @ \$23.09; 1,300 shs. @ \$23.18; 184 shs. @ \$23.12; 100 shs. @ \$23.11; 1,900 shs. @ \$23.0801; 200 shs. @ \$23.135; 500 shs. @ \$23.0601; 100 shs. @ \$23.17; 200 shs. @ \$23.07.

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.