

TAYLOR B LOYALL JR  
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 \*  
TAYLOR B LOYALL JR

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)

TAYLOR GIFTS, INC., 600  
CEDAR HOLLOW ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PAOLI, PA 19301

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	or	Price			
				Amount	(D)				
Common Stock	Â	Â	Â	Â	Â	Â	3,238	I	Brooke T. Giese Trust
Common Stock	Â	Â	Â	Â	Â	Â	3,238	I	B. Loyall Taylor, III Trust
Common Stock	Â	Â	Â	Â	Â	Â	2,087	I	One Outerbridge Circle

Irrevocable Trust

Common Stock    Â                      Â                      Â                      Â                      Â                      Â                      4,356                      D                      Â

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

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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 Security (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Options to Purchase Common Stock <sup>(7)</sup>	\$ 20.47	Â	Â	Â	Â	Â	04/23/2005 <sup>(1)</sup>	04/23/2014	Common Stock	3,
Options to Purchase Common Stock <sup>(7)</sup>	\$ 13.2188	Â	Â	Â	Â	Â	04/20/2000	04/20/2009	Common Stock	2,
Options to Purchase Common Stock <sup>(7)</sup>	\$ 10.75	Â	Â	Â	Â	Â	04/18/2001	04/18/2010	Common Stock	2,
Options to Purchase Common Stock <sup>(7)</sup>	\$ 12.45	Â	Â	Â	Â	Â	04/17/2002 <sup>(2)</sup>	04/17/2011	Common Stock	2,
Options to Purchase Common Stock <sup>(7)</sup>	\$ 16.25	Â	Â	Â	Â	Â	04/16/2003 <sup>(3)</sup>	04/16/2012	Common Stock	2,

Options to Purchase Common Stock <u>(7)</u>	\$ 18.46	Â	Â	Â	Â	Â	04/15/2004 <sup>(4)</sup>	04/15/2013	Common Stock	2,
Options to Purchase Common Stock <u>(7)</u>	\$ 17.85	Â	Â	Â	Â	Â	05/16/2004 <sup>(5)</sup>	05/16/2013	Common Stock	1,
Options to Purchase Common Stock <u>(6)</u>	\$ 18.91	Â	Â	Â	Â	Â	05/12/2005	05/12/2015	Common Stock	3,
Options to Purchase Common Stock <u>(6)</u>	\$ 21.21	Â	Â	Â	Â	Â	12/12/2005	12/12/2015	Common Stock	3,
Phantom Stock	Â	Â	Â	Â	Â	Â	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	10
Phantom Stock	Â	Â	Â	Â	Â	Â	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	48
Options to Purchase Common Stock <u>(12)</u>	\$ 22	Â	Â	Â	Â	Â	08/29/2008 <sup>(11)</sup>	08/29/2017	Common Stock	3,
Options to Purchase Common Stock <u>(12)</u>	\$ 24.27	08/18/2008	Â	A4	3,500	Â	08/18/2009 <sup>(13)</sup>	08/18/2018	Common Stock	3,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR B LOYALL JR TAYLOR GIFTS, INC. 600 CEDAR HOLLOW ROAD PAOLI, PA 19301	Â X	Â	Â	Â

## Signatures

B. Loyall  
Taylor, Jr.

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) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/17/02 and on each 4/17 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 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) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (7) Acquired in a transaction exempt under Rule 16b-3.
- (8) 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 a director.
- (9) Held in BMBC Deferred Comp. Plan for Directors
- (10) Held in Bryn Mawr Trust Company Deferred Comp. Plan for Directors
- (11) These options become exercisable over a five (5) year period in 20% increments starting on 8/29/08 and on each 8/29 thereafter until the options are fully exercisable.
- (12) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (13) 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.