

PETERS FREDERICK C II  
 Form 4  
 February 28, 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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/28/2013

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

BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE  
 (Street)

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

BRYN MAWR, PA 19010  
 (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				(A) or (D) Price	14,700	I	The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover IRA
					175	I	

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Common Stock						Held in Spouse's IRA
Common Stock				3,440,877 <sup>(10)</sup>	I	Held in 401(k) Plan
Common Stock				27,425	D	

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 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 Number of Shares
Options to Purchase Common Stock <sup>(2)</sup>	\$ 20.47					04/23/2005 <sup>(1)</sup>	04/23/2014	Common Stock	24,
Options to Purchase Common Stock <sup>(3)</sup>	\$ 18.91					05/12/2005	05/12/2015	Common Stock	30,
Options to Purchase Common Stock <sup>(3)</sup>	\$ 21.21					12/12/2005	12/12/2015	Common Stock	24,
Phantom Stock	\$ 22.66 <sup>(4)</sup>	02/28/2013		I	121.387	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	121.
Options to Purchase Common	\$ 22					08/29/2008 <sup>(6)</sup>	08/29/2017	Common Stock	18,

Stock <sup>(7)</sup>

Options  
to

Purchase \$ 24.27

08/18/2009<sup>(8)</sup> 08/18/2018

Common  
Stock 18,

Common  
Stock <sup>(7)</sup>

Options  
to

Purchase \$ 18.27

08/21/2010<sup>(9)</sup> 08/21/2019

Common  
Stock 23,

Common  
Stock <sup>(7)</sup>

## 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 02/28/2013

<sup>\*\*</sup>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) Acquired in a transaction exempt under Rule 16b-3
- (3) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (4) 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.
- (5) Held in Bryn Mawr Trust Company Executive Officers Deferred Comp. Plan.
- (6) 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.
- (7) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (8) 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.
- (9) 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.
- (10) This information based on a plan statement dtd. 02/28/2013

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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