

BRYN MAWR BANK CORP  
 Form 4  
 April 14, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 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)  
 10 S. BRYN MAWR AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/11/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP of BMTC a sub. of BMBC

BRYN MAWR, PA 19010

(City) (State) (Zip)

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

**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) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |        |   |  |
| Common Stock                    | 04/11/2014                           |  | M                              | V   | 3,000   | A  | \$ 20.47                          | 22,663 | D |  |
| Common Stock                    | 04/11/2014                           |  | F                              |   | 364   | D  | \$ 28                             | 22,299 | D |  |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) |              |                           |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Share |
| Options to Purchase Common Stock                | \$ 20.47   | 04/11/2014                           |  | M                              | 3,000   | 04/23/2005 <sup>(1)</sup>                                | 04/23/2014  | Common Stock | 3,000                     |
| Options to Purchase Common Stock <sup>(2)</sup> | \$ 18.91   |                                      |  |                                |   | 05/12/2005   | 05/12/2015  | Common Stock | 3,500                     |
| Options to Purchase Common Stock <sup>(2)</sup> | \$ 21.21   |                                      |  |                                |   | 12/12/2005   | 12/12/2015  | Common Stock | 3,500                     |
| Options to Purchase Common Stock <sup>(4)</sup> | \$ 22  |                                      |  |                                |   | 08/29/2008 <sup>(3)</sup>                                | 08/29/2017  | Common Stock | 3,500                     |
| Options to Purchase Common Stock <sup>(4)</sup> | \$ 24.27   |                                      |  |                                |   | 08/18/2009 <sup>(5)</sup>                                | 08/18/2018  | Common Stock | 5,264                     |
| Options to Purchase Common Stock <sup>(4)</sup> | \$ 18.27   |                                      |  |                                |   | 08/21/2010 <sup>(6)</sup>                                | 08/21/2019  | Common Stock | 11,500                    |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| LETO FRANCIS J<br>10 S. BRYN MAWR AVENUE<br>BRYN MAWR, PA 19010 | X             |           | EVP of BMTC a sub. of BMBC |       |

## Signatures

Francis J. Leto                      04/14/2014

        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 vesting of these options was accelerated by the registrant and became fully vested as of 6/16/05.
- (2) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (3) 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.
- (4) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (5) 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.
- (6) 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.

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.