

PETERS FREDERICK C II
 Form 4
 February 23, 2006

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

(Last) (First) (Middle)
 BRYN MAWR BANK
 CORPORATION, 801
 LANCASTER AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/22/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) | V Amount Price | | The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover IRA |
| | | | | | 13,100 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|---|---|----------|-------|----------------------|-----------------------------|
| Common Stock | | | | | | 175 | I | Held in Spouse's IRA | |
| Common Stock | 02/22/2006 | | I | 1 | A | \$ 21.74 | 175.1 | I | Held in Deferred Bonus Plan |
| Common Stock | | | | | | 2,852.54 | I | Held in 401 (k) Plan | |
| Common Stock | | | | | | 21,025 | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 20.47 | | | | | 04/23/2005 ⁽¹⁾ 04/23/2014 | Common Stock | 24,000 |
| Options to Purchase Common Stock ⁽⁶⁾ | \$ 12.45 | | | | | 04/17/2002 ⁽²⁾ 04/17/2011 | Common Stock | 30,000 |
| Options to Purchase | \$ 16.26 | | | | | 04/16/2003 ⁽³⁾ 04/16/2012 | Common Stock | 20,000 |

Common
Stock (6)

Options
to

Purchase \$ 18.46

Common
Stock (6)

Options
to

Purchase \$ 17.85

Common
Stock (6)

Options
to

Purchase \$ 18.91

Common
Stock (7)

Options
to

Purchase \$ 21.21

Common
Stock (7)

04/15/2004⁽⁴⁾ 04/15/2013 Common Stock 20,000

05/16/2004⁽⁵⁾ 05/16/2013 Common Stock 4,000

05/12/2005 05/12/2015 Common Stock 30,000

12/12/2005 12/12/2015 Common Stock 24,000

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 02/23/2006

 **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 17, 2002 and on each April 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 April 16, 2003 and on each April 16 thereafter until the options are fully exercisable.

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- (4) 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.
- (5) 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.
- (6) Acquired in a transaction exempt under Rule 16b-3
- (7) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.

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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