COHEN BETSY Z

Form 5

January 18, 2008

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31, Expires:

2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and AcCOHEN BE	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	Bancorp, Inc. [TBBK] 3. Statement for Issuer's Fiscal Year Ended				
			(Month/Day/Year)	_X Director 10% Owner			
C/O THE BANCORP, INC., 1818 MARKET STREET			12/31/2007	X Officer (give title Other (specify below) Chief Executive Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			
				(check applicable line)			

PHILADELPHIA, Â PAÂ 19103

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-Dei	rivative Sec	curitie	s Acqu	ired, Disposed	of, or Benefic	ially 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	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	03/26/2007	Â	A4	10,000	A	\$ 0 (1)	102,934	D	Â	
Common Stock	12/31/2007	Â	G	10,000	D	\$ 0 (2)	92,934	D	Â	
Common Stock	12/31/2007	Â	G	10,000	A	\$ 0 (2)	312,004	I	By Soloman Investment Partnership, L.P. (2)	

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Common By Spouse Â Â 25,900 Ι Stock **IRA**

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

Persons who respond to the collection of information

SEC 2270

(9-02)

9 of D S В O

contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	curities		(Instr. 3 and 4)		
	Security				Acquired	`				
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or Number	
						Exercisable Date				
					(A) (D)				of	
					(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

COHEN BETSY Z C/O THE BANCORP, INC. 1818 MARKET STREET

ÂX A Chief Executive Officer A

PHILADELPHIA, Â PAÂ 19103

Signatures

Martin F. Egan, 01/11/2008 Attorney-in-fact

**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).
- On March 26, 2007, the Compensation Committee of the issuer granted the reporting person 10,000 phantom units. The phantom units **(1)** vested in full on a one-for-one basis on December 31, 2007.
- On December 31, 2007, the reporting person gifted to Solomon Investment Partnership, L.P. 10,000 phantom units that vested and **(2)** became common stock. The reporting person and her spouse are the sole limited partners and the sole shareholders, officers and directors of the corporate general partner of Solomon Investment Partnership, L.P.

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Remarks:

Reporting Owners 2

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Table I Column 5 does not include the following common shares as to which the reporting person 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.