

KEEFER JOSEPH G
Form 4
March 01, 2011

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 *
KEEFER JOSEPH G

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)

BRYN MAWR BANK
CORPORATION, 801
LANCASTER AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP

(Street)

BRYN MAWR, PA 19010

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					6,690.558	I	Held in 401 (K) Plan
Common Stock	02/28/2011		M	5,000 A	\$ 15.15 5,000	D	
Common Stock	02/28/2011		S	5,000 D	\$ 20.896 0	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)	Amount or Number of Shares
Options to Purchase Common Stock ⁽¹⁾	\$ 15.15	02/28/2011		M	5,000	06/22/2002 ⁽²⁾ 06/22/2011	Common Stock	5,000
Options to Purchase Common Stock ⁽¹⁾	\$ 18.315					05/17/2003 ⁽³⁾ 05/17/2012	Common Stock	6,000
Options to Purchase Common Stock ⁽⁶⁾	\$ 18.91					05/12/2005 05/12/2015	Common Stock	15,000
Options to Purchase Common Stock ⁽¹⁾	\$ 17.85					05/16/2004 ⁽⁴⁾ 05/16/2013	Common Stock	9,000
Options to Purchase Common Stock ⁽¹⁾	\$ 20.47					04/23/2005 ⁽⁵⁾ 04/23/2014	Common Stock	10,000
Options to Purchase	\$ 21.21					12/12/2005 12/12/2015	Common Stock	12,000

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- (7) 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.
- (8) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (9) 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.
- (10) 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.

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