GOFF SUSAN D Form 4 April 01, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOFF SUSAN D			Symbol	SPRINC	Ticker or Trading G BANCORP INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	liddle)	3. Date of (Month/D	Earliest Tr Day/Year)	ansaction	X Director Officer (gives) below)	ve title Oth	% Owner her (specify	
SANDY SP	RING BANCORI	Σ,	03/30/20	011		below)	below)		
INC., 17801	GEORGIA AVE	NUE							
		4 TC A		4- O-i-i1	6 Individual and Inited Communication of City				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
						•			
OLNEY, MD 20832						Form filed by More than One Reporting Person			
(City)	(State) (Zip)							
(City)	(State)	<i>Z</i> ıp)	Tabl	e I - Non-D	Perivative Securities Ac	cquired, Disposed	of, or Beneficia	ally Owne	
1.Title of	2. Transaction Date	2A. Deer	ned	3.	4. Securities	5. Amount of	6. Ownership	7. Nature	
Security	(Month/Day/Year)	Execution	n Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed of (D)	Beneficially	(D) or	Beneficia	
		(Month/I	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownersh	
						E-11	(T.,	(T4 4)	

` •	· · · · ·	1 abi	e I - Non-L	erivative	Secur	tues Ac	equirea, Disposea	oi, or Beneficia	any Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactionAcquired (A) or Code Disposed of (D)				5. Amount of Securities Beneficially	(D) or		
		(Monul/Day/Tear)	(Instr. 8)	(Instr. 3, 4 and 5) (A) or Amount (D) Price			Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	03/30/2011		A	1,338	A	\$ 0	1,338	I	Restricted Stock (1)	
Common Stock							17,350.5793	D (2)		
Common Stock							53	I	Restricted Stock (3)	
Common Stock							112	I	Restricted Stock (4)	
Common Stock							555	I	Restricted Stock (5)	

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Common Stock	1,333 I	Retricted Stock (6)			
Reminder: Report on a separate line for each class of securities benef	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.				

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Shares	
Stock Options (Right to Buy)	\$ 32.25					12/21/2001(7)	12/21/2011	Common Stock	567	
Stock Options (Right to Buy)	\$ 31.25					12/11/2002 <u>(7)</u>	12/11/2012	Common Stock	662	
Stock Options (Right to Buy)	\$ 38.91					12/17/2003(7)	12/17/2013	Common Stock	693	
Stock Options (Right to Buy)	\$ 38					12/15/2004(7)	12/15/2014	Common Stock	936	
Stock Options (Right to Buy)	\$ 38.13					12/14/2005 <u>(7)</u>	12/14/2012	Common Stock	1,428	
Stock	\$ 37.4					12/13/2007(7)	12/13/2013	Common	1,251	

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Options Stock (Right to

Buy)

Stock

Options (Right to \$ 27.96

03/26/2009(7) 03/26/2015

Common Stock 1,260

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOFF SUSAN D SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832

X

Signatures

/s/ Janet VA Replogle, attorney-in-fact for Ms. Goff

04/01/2011

**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) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 30, 2012.
- (2) Includes shares acquired through dividend reinvestment.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on March 26, 2009.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 25, 2010.
- (6) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 31, 2011.
- (7) Stock options fully vested and 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.

Reporting Owners 3