

KEEFER JOSEPH G
Form 4
December 12, 2005

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)
12/12/2005

____ 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					4,511.72	I	Held in 401 (K) Plan

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 Shares
Options to Purchase Common Stock <u>(1)</u>	\$ 12.25					04/24/1998 04/24/2008	Common Stock 4,000
Options to Purchase Common Stock <u>(1)</u>	\$ 13.2188					04/20/2000 04/20/2009	Common Stock 3,200
Options to Purchase Common Stock <u>(1)</u>	\$ 10.5					05/19/2001 05/19/2010	Common Stock 2,000
Options to Purchase Common Stock <u>(1)</u>	\$ 15.15					06/22/2002 ⁽²⁾ 06/22/2011	Common Stock 5,000
Options to Purchase Common Stock <u>(1)</u>	\$ 18.315					05/17/2003 ⁽³⁾ 05/17/2012	Common Stock 6,000
Options to Purchase Common Stock <u>(1)</u>	\$ 17.85					05/16/2004 ⁽⁴⁾ 05/16/2013	Common Stock 9,000
Options to Purchase Common	\$ 20.47					04/23/2005 ⁽⁵⁾ 04/23/2014	Common Stock 10,000

Stock ⁽¹⁾

Options
to

Purchase \$ 18.91

05/12/2005 05/12/2015

Common
Stock ⁽⁶⁾

Common
Stock 15,000

Options
to

Purchase \$ 21.21 12/12/2005

A 12,000

12/12/2005 12/12/2015

Common
Stock ⁽⁶⁾

Common
Stock 12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KEEFER JOSEPH G
BRYN MAWR BANK CORPORATION
801 LANCASTER AVENUE
BRYN MAWR, PA 19010

EVP

Signatures

Joseph G.
Keefe

12/12/2005

**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) Acquired in a Transaction exempt under Rule 16b-3

(2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 6/22/02 and on each 6/22 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 5/17/03 and on each 5/17 thereafter until the options are fully exercisable.

(4) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.

(5) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.

(6) 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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