

KEEFER JOSEPH G  
Form 4  
December 12, 2005

**FORM 4**

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

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

## OMB APPROVAL

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(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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP

BRYN MAWR, PA 19010

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                         |
|                                       |                                         |                                                             |                                      | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 4,511.72                                                                                                           | I                                                                    | Held in<br>401 (K)<br>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<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                         |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(1)</u> | \$ 12.25                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 04/24/1998                                                          | 04/24/2008         | Common<br>Stock | 4,000                               |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(1)</u> | \$ 13.2188                                                            |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 04/20/2000                                                          | 04/20/2009         | Common<br>Stock | 3,200                               |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(1)</u> | \$ 10.5                                                               |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/19/2001                                                          | 05/19/2010         | Common<br>Stock | 2,000                               |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(1)</u> | \$ 15.15                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 06/22/2002 <sup>(2)</sup>                                           | 06/22/2011         | Common<br>Stock | 5,000                               |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(1)</u> | \$ 18.315                                                             |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/17/2003 <sup>(3)</sup>                                           | 05/17/2012         | Common<br>Stock | 6,000                               |
| Options<br>to<br>Purchase<br>Common<br>Stock <u>(1)</u> | \$ 17.85                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 05/16/2004 <sup>(4)</sup>                                           | 05/16/2013         | Common<br>Stock | 9,000                               |
| Options<br>to<br>Purchase<br>Common                     | \$ 20.47                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 04/23/2005 <sup>(5)</sup>                                           | 04/23/2014         | Common<br>Stock | 10,000                              |

Stock <sup>(1)</sup>Options  
to

Purchase \$ 18.91

05/12/2005

05/12/2015

Common  
Stock

15,000

Common  
Stock <sup>(6)</sup>Options  
to

Purchase \$ 21.21 12/12/2005

A

12,000

12/12/2005

12/12/2015

Common  
Stock

12,000

Common  
Stock <sup>(6)</sup>

## 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.  
 Keefer

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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