

BRYN MAWR BANK CORP  
 Form 144  
 August 28, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES**

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO.

Bryn Mawr Bank Corporation 23-2434506 001-35746

1 (d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.

801 Lancaster Ave, Bryn Mawr PA 19010 AREA CODE NUMBER  
 610 581-4952

2 (a) NAME OF PERSON FOR WHOSE

ACCOUNT THE SECURITIES ARE TO BE  
 SOLD

James Duncan Smith

(b) RELATIONSHIP TO  
 ISSUER

Former CFO

(c) ADDRESS  
 STREET

P.O. Box 104, Bryn Mawr PA 19010

CITY STATE ZIP  
 CODE

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

| 3 (a)        | (b)  | SEC USE ONLY              | (c)                             | (d)                    | (e)                             | (f)                      | (g)                              |
|--------------|--|---------------------------|---------------------------------|------------------------|---------------------------------|--------------------------|----------------------------------|
| Title of the | Name and Address of Each Broker Through Whom | Broker-Dealer File Number | Number of Shares or Other Units | Aggregate Market Value | Number of Shares or Other Units | Approximate Date of Sale | Name of Each Securities Exchange |
|              |  |                           |                                 |                        |                                 | (See instr. 3(f))        |                                  |

| <b>To Be Sold Securities are to be Offered or Each Market Maker</b> | <b>who is Acquiring the Securities</b> | <b>To Be Sold</b>        | <i>(See instr. 3(d))</i> | <b>Outstanding</b>       | <i>(MO. DAY YR.)</i> | <i>(See instr. 3(g))</i> |
|---|--|--------------------------|--------------------------|--------------------------|----------------------|--------------------------|
|   |  | <i>(See instr. 3(c))</i> |                          | <i>(See instr. 3(e))</i> |                      |                          |
| Common Shares   | Computer Share                         | 4,684                    | \$137,000                | 17,786,293               | 08/28/2015           | NASDAQ                   |

**INSTRUCTIONS:**

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
    Such person's relationship to the issuer (e.g., officer, director,
- (b) 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
- (d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are to be sold
- (c) Number of shares or other units to be sold (if debt securities, the principal amount)
- (d) Aggregate market value of the securities to be sold
- (e) Number of shares or other units of the class outstanding
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are to be sold

**TABLE I - SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction                     | Name of Person from Whom Acquired<br><i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment                    |
|--------------------|-------------------|---|--|-------------------------------|-----------------|--------------------------------------|
| Common Shares      | 8/2014            | Shares acquired through BMTC Long Term Incentive Plan | BMTC Long Term Incentive Plan  | 2,950                         | 8/2014          | Long Term Incentive Plan Transaction |
| Common Shares      | 8/2015            |   |  | 1,734                         | 8/2015          |                                      |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller                               | Title of Securities Sold                 | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|--|--|--------------|---------------------------|----------------|
| James Duncan Smith<br>P.O. Box 104<br>Bryn Mawr, PA19010 | Bryn Mawr Bank Corporation common shares | Various      | 19,285                    | \$578,000      |

**REMARKS:**

**INSTRUCTIONS:**

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

August 28, 2015  
DATE OF NOTICE

/s/ James Duncan Smith  
(SIGNATURE)

DATE OF PLAN ADOPTION OR  
GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**