

BRYN MAWR BANK CORP  
 Form 5  
 February 11, 2014

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2013

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

**BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

**BRYN MAWR, PA 19010**

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	9,580	I	Held in 401 (K) Plan
Common Stock	Â	Â	Â	Â	Â	Â	2,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless**

SEC 2270 (9-02)

the form displays a currently valid OMB control number.

**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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to Purchase Common Stock <sup>(1)</sup>	\$ 18.91	Â	Â	Â	Â Â	05/12/2005 05/12/2015	Common Stock 15,000
Options to Purchase Common Stock <sup>(1)</sup>	\$ 21.21	Â	Â	Â	Â Â	12/12/2005 12/12/2015	Common Stock 12,000
Options to Purchase Common Stock <sup>(3)</sup>	\$ 22	Â	Â	Â	Â Â	08/29/2008 <sup>(2)</sup> 08/29/2017	Common Stock 9,000
Options to Purchase Common Stock <sup>(3)</sup>	\$ 24.27	Â	Â	Â	Â Â	08/18/2009 <sup>(4)</sup> 08/18/2018	Common Stock 9,000
Options to Purchase Common Stock <sup>(3)</sup>	\$ 18.27	Â	Â	Â	Â Â	08/21/2010 <sup>(5)</sup> 08/21/2019	Common Stock 11,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

## Signatures

Joseph G.                                 02/11/2014  
Keefer

                                           Date  
\*\*Signature of                                 Date  
Reporting Person

## 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) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (2) 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.
- (3) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (4) 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.
- (5) 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 provided 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.