

BRYN MAWR BANK CORP  
Form 4  
December 27, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MAY A JOHN III

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)  
400 BERWYN PARK,, 899  
CASSATT ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
12/23/2016

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

(Street)  
BERWYN, PA 19312-1183

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 12,295 <sup>(1)</sup>   | D  |                                   |

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 the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: BRYN MAWR BANK CORP - Form 4

| 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.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, 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) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|---|---|---|---|--|---|---|
| Phantom<br>Stock <sup>(2)</sup>                     | \$ 42.06  | 12/23/2016                              |   | I                                       | 63  | <sup>(2)</sup>   | <sup>(2)</sup><br>Common<br>Stock                                   | 63<br>\$ 42.06                                      |
| Phantom<br>Stock <sup>(2)</sup>                     | \$ 42.06  | 12/23/2016                              |   | I                                       | 1   | <sup>(2)</sup>   | <sup>(2)</sup><br>Common<br>Stock                                   | 1<br>\$ 42.06                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MAY A JOHN III<br>400 BERWYN PARK,<br>899 CASSATT ROAD<br>BERWYN, PA 19312-1183 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Diane McDonald,<br>Attorney-in-Fact       | 12/27/2016 |
| <u>        </u> 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) Includes 247 shares of common stock underlying the portion of a performance stock unit granted to the Reporting Person on August 12, 2016 that is subject to time-based vesting at each August 12, 2017, August 12, 2018, and August 12, 2019.
- (2) Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable, in cash, upon the reporting person's termination of service as a director.
- (3) Held in Bryn Mawr Trust Company Deferred Comp. Plan for Directors.
- (4) Held in BMBC Deferred Comp. Plan for Directors

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.