

LETO FRANCIS J  
Form 5  
February 09, 2009

**FORM 5**

**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).  
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 \*  
LETO FRANCIS J

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)  
12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP of BMTC a sub. of BMBC

10 S. BRYN MAWR 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)	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				(A) or (D) Price	7,425	D	

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

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

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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>(5)</sup>	\$ 20.47	Â	Â	<u>(L)</u>	Â Â	04/23/2005 <sup>(1)</sup> 04/23/2014	Common Stock 3,000
Options to Purchase Common Stock <sup>(5)</sup>	\$ 16.25	Â	Â	Â	Â Â	04/16/2003 <sup>(2)</sup> 04/16/2012	Common Stock 2,000
Options to Purchase Common Stock <sup>(5)</sup>	\$ 18.46	Â	Â	Â	Â Â	04/15/2004 <sup>(3)</sup> 04/15/2013	Common Stock 2,000
Options to Purchase Common Stock <sup>(5)</sup>	\$ 17.85	Â	Â	Â	Â Â	05/16/2004 <sup>(4)</sup> 05/16/2013	Common Stock 1,000
Options to Purchase Common Stock <sup>(6)</sup>	\$ 18.91	Â	Â	Â	Â Â	05/12/2005 05/12/2015	Common Stock 3,500
Options to Purchase Common Stock <sup>(6)</sup>	\$ 21.21	Â	Â	Â	Â Â	12/12/2005 12/12/2015	Common Stock 3,500
Options to Purchase	\$ 22	Â	Â	Â	Â Â	08/29/2008 <sup>(7)</sup> 08/29/2017	Common Stock 3,500

Common  
Stock <sup>(8)</sup>

Options  
to

Purchase \$ 24.27                                                                                                                  08/18/2009<sup>(9)</sup>    08/18/2018    Common Stock    5,264

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LETO FRANCIS J 10 S. BRYN MAWR AVENUE BRYN MAWR, PA 19010	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> EVP of BMTC a sub. of BMBC

## Signatures

Francis J. Leto                      02/09/2009

         \*\*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) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/05.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/16/03 and on each 4/16 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 4/15/04 and on each 4/15 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) Acquired in a transaction exempt under Rule 16b-3
- (6) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (7) These options become exercisable over a five (5) year period in 20% increments starting on 8/29/08 and on each 8/29 thereafter until the options are fully exercisable.
- (8) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (9) 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.

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.