

HARDESTY GILBERT L  
Form 4  
June 01, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HARDESTY GILBERT L

2. Issuer Name and Ticker or Trading Symbol  
SANDY SPRING BANCORP INC  
[SASR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

SANDY SPRING BANCORP,  
INC., 17801 GEORGIA AVENUE

(Street)

OLNEY, MD 20832

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/29/2009

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

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

**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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/29/2009		P	824 A \$ 13.58	8,181.879	D (1)	
Common Stock					161	I (2)	Restricted Stock
Common Stock					224	I (3)	Restricted Stock
Common Stock					1,665	I (4)	Restricted Stock

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)

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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 14.54					12/13/2000 <sup>(5)</sup> 12/13/2010	Common Stock	2,216
Stock Options (Right to Buy)	\$ 32.25					12/21/2001 <sup>(5)</sup> 12/21/2011	Common Stock	1,019
Stock Options (Right to Buy)	\$ 31.25					12/11/2002 <sup>(5)</sup> 12/11/2012	Common Stock	1,460
Stock Options (Right to Buy)	\$ 38.91					12/17/2003 <sup>(5)</sup> 12/17/2013	Common Stock	1,701
Stock Options (Right to Buy)	\$ 38					12/15/2004 <sup>(5)</sup> 12/15/2014	Common Stock	1,559
Stock Options (Right to Buy)	\$ 38.13					12/14/2005 <sup>(5)</sup> 12/14/2012	Common Stock	2,061
Stock	\$ 37.4					12/13/2007 <sup>(6)</sup> 12/13/2013	Common	1,251

