

PETERS FREDERICK C II
 Form 4
 February 23, 2006

FORM 4 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).

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 *
 PETERS FREDERICK C II

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. Date of Earliest Transaction (Month/Day/Year)
 02/22/2006

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

BRYN MAWR BANK CORPORATION, 801 LANCASTER AVENUE
 (Street)

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

BRYN MAWR, PA 19010
 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	13,100	I	The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover IRA

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Common Stock						175	I	Held in Spouse's IRA	
Common Stock	02/22/2006		I	1	A	\$ 21.74	175.1	I	Held in Deferred Bonus Plan
Common Stock						2,852.54	I	Held in 401 (k) Plan	
Common Stock						21,025	D		

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

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(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
Options to Purchase Common Stock ⁽⁶⁾	\$ 20.47			V	(A)	04/23/2005 ⁽¹⁾ 04/23/2014	Common Stock	24,000
Options to Purchase Common Stock ⁽⁶⁾	\$ 12.45			V	(A)	04/17/2002 ⁽²⁾ 04/17/2011	Common Stock	30,000
Options to Purchase	\$ 16.26			V	(A)	04/16/2003 ⁽³⁾ 04/16/2012	Common Stock	20,000

Common Stock <u>(6)</u>					
Options to Purchase	\$ 18.46	04/15/2004 ⁽⁴⁾	04/15/2013	Common Stock	20,000
Common Stock <u>(6)</u>					
Options to Purchase	\$ 17.85	05/16/2004 ⁽⁵⁾	05/16/2013	Common Stock	4,000
Common Stock <u>(6)</u>					
Options to Purchase	\$ 18.91	05/12/2005	05/12/2015	Common Stock	30,000
Common Stock <u>(7)</u>					
Options to Purchase	\$ 21.21	12/12/2005	12/12/2015	Common Stock	24,000
Common Stock <u>(7)</u>					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERS FREDERICK C II BRYN MAWR BANK CORPORATION 801 LANCASTER AVENUE BRYN MAWR, PA 19010	X		President and Chairman	

Signatures

Frederick C. Peters II 02/23/2006

 **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) The vesting of these options was accelerated by the registrant and became fully vested as of June 16, 2005.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 17, 2002 and on each April 17 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 April 16, 2003 and on each April 16 thereafter until the options are fully exercisable.

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- (4) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 15, 2004 and on each April 15 thereafter until the options are fully exercisable.
- (5) These options become exercisable over a three (3) year period in 33 1/3% increments starting on May 16, 2004 and on each May 16 thereafter until the options are fully exercisable.
- (6) Acquired in a transaction exempt under Rule 16b-3
- (7) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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