

BRYN MAWR BANK CORP  
 Form 4  
 December 29, 2008

**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 \*  
 Jenkins Scott Mahaley

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)  
 12/29/2008

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

ONE TOWER BRIDGE, 100  
 FRONT STREET, SUITE 1410

(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

WEST  
 CONSHOHOCKEN, PA 19428

(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)
				(A) or (D)	Price		
Common Stock				V	2,500	D	
Common Stock					1,000	I	By Spouse

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

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SEC 1474  
 (9-02)

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**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)	Amount or Number of Shares
Options to Purchase Common Stock <u>(2)</u>	\$ 21.74					06/29/2007 <sup>(1)</sup> 06/29/2016	Common Stock	2,625
Phantom Stock <u>(3)</u>	\$ 20.245 <sup>(3)</sup>	12/29/2008		I	10	<u>(3)</u> <u>(3)</u>	Common Stock	10
Phantom Stock <u>(3)</u>	\$ 20.245 <sup>(3)</sup>	12/29/2008		I	291	<u>(3)</u> <u>(3)</u>	Common Stock	291
Options to Purchase Common Stock <u>(7)</u>	\$ 22					08/29/2008 <sup>(6)</sup> 08/29/2017	Common Stock	3,500
Options to Purchase Common Stock <u>(7)</u>	\$ 24.27					08/18/2009 <sup>(8)</sup> 08/18/2018	Common Stock	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jenkins Scott Mahaley ONE TOWER BRIDGE 100 FRONT STREET, SUITE 1410 WEST CONSHOHOCKEN, PA 19428	X			

## Signatures

Scott Mahaley  
Jenkins

12/29/2008

            
\*\*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) These options become exercisable over a three (3) period in 33 1/3% increments starting on 6/29/07 and on each 6/29 thereafter until the options are fully exercisable.
- (2) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16-b.
- (3) 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.
- (4) Held in BMBC Deferred Comp. Plan for Directors.
- (5) Held in Bryn Mawr Trust Company Deferred Comp. Plan for Directors.
- (6) 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.
- (7) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
- (8) 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 is insufficient, *see* Instruction 6 for procedure.

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