

BRYN MAWR BANK CORP  
 Form 5  
 February 13, 2017

# 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 \*  
**KEEFER JOSEPH G**

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)  
 12/31/2016

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

**BRYN MAWR BANK CORPORATION, 801 LANCASTER 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) | (A) or (D) | Price | 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                    | ^                                    | ^                                                  | ^                              | ^                                                                 | ^          | ^     | 5,509 <sup>(2)</sup>                                                                       | D                                                        | ^                                 |
| Common Stock                    | ^                                    | ^                                                  | ^                              | ^                                                                 | ^          | ^     | 13,342                                                                                     | I                                                        | Held in 401 (K) Plan.             |

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

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SEC 2270 (9-02)

the form displays a currently valid OMB control number.

**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) |        |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|------------------|---------------------------------------------------------------|--------|
|                                                 |                                                        |                                      |                                                    |                                | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date  |                                                               |        |
| Options to Purchase Common Stock <sup>(1)</sup> | \$ 24.27                                               | ^                                    | ^                                                  | ^                              | ^                                                                                       | ^   | 08/18/2009                                               | 08/18/2018       | Common Stock                                                  | 9,000  |
| Options to Purchase Common Stock <sup>(1)</sup> | \$ 18.27                                               | ^                                    | ^                                                  | ^                              | ^                                                                                       | ^   | 08/21/2010                                               | 08/21/2019       | Common Stock                                                  | 11,500 |
| Restricted Stock Units                          | ^                                                      | ^                                    | ^                                                  | ^                              | ^                                                                                       | ^   | ^ <sup>(2)</sup>                                         | ^ <sup>(2)</sup> | Common Stock                                                  | 1,056  |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |         |                               |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------------------------|
|                                                                                              | Director      | 10% Owner | Officer | Other                         |
| KEEFER JOSEPH G<br>BRYN MAWR BANK CORPORATION<br>801 LANCASTER AVENUE<br>BRYN MAWR, PA 19010 | ^             | ^         | ^       | EVP of BMTC, a sub. of BMBC ^ |

## Signatures

/s/ Joseph G. Keefe  
02/13/2017

\*\*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 were granted to the reporting person under BMBC's 2007 Long-Term Incentive Plan.

Represents 1,056 shares of common stock underlying the portion of a performance stock unit granted to the Reporting Report Person on August 12, 2016 that is subject to time-based vesting at each August 12, 2017, August 12, 2018, and August 12, 2019. Each Restricted

- (2) Stock Unit represents a contingent right to receive one share of Bryn Mawr Bank Corporation common stock. Note: Disclosure of these 1,056 shares underlying the Restricted Stock Units has been moved from Table I to Table II in this Form 5 for administrative convenience, and will be reported on Table II of the Reporting Person's filings going forward until the applicable vesting date.

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.