

MAY A JOHN III
Form 5
February 13, 2019

FORM 5

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

OMB APPROVAL

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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 *
MAY A JOHN III

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)
12/31/2018

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

400 BERWYN PARK,, 899
CASSATT ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BERWYN, PA 19312-1183

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 | 13,779 | D | |

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

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SEC 2270 (9-02)

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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | (A) | (D) | | |
| Restricted Stock Units | Â | Â | Â | Â | Â Â | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 135 |
| Restricted Stock Units | Â | Â | Â | Â | Â Â | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 169 |
| Restricted Stock Units | Â | Â | Â | Â | Â Â | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 83 |
| Phantom Stock | Â | Â | Â | Â | Â Â | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 1,564 |
| Phantom Stock | Â | Â | Â | Â | Â Â | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 973 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAY A JOHN III 400 BERWYN PARK, 899 CASSATT ROAD BERWYN, PA 19312-1183 | Â X | Â | Â | Â |

Signatures

/s/ Diane McDonald,
Attorney-in-Fact

02/13/2019

**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) Each restricted stock unit represents a contingent right to receive one share of BMTC common stock.

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- On August 11, 2017, the reporting person was granted 202 Restricted Stock Units under the Bryn Mawr Bank Corporation Amended and Restated 2010 Long-Term Incentive Plan ("LTIP") that are subject to time-based vesting in three annual installments, which began August 11, 2018.
- (2) Represents Restricted Stock Units granted under the LTIP that, subject to certain conditions, will vest on August 9, 2021.
 - (3) On August 12, 2016, the reporting person was granted 247 Restricted Stock Units under the LTIP that are subject to time-based vesting in three annual installments, which began August 12, 2017.
 - (4) 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.
 - (5) All phantom stock units were acquired at the then current per share market value of Bryn Mawr Bank Corporation common stock as of the date the units were credited to the Reporting Person's account under the Plan.
 - (6) Held in Bryn Mawr Bank Corporation Deferred Compensation Plan for Directors.
 - (7) Held in Bryn Mawr Trust Company Deferred Compensation Plan for Directors.
 - (8)

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.