

Lees David E
 Form 5
 February 14, 2012

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 *
 Lees David E
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 BRYN MAWR BANK CORP [BMTC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

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

MYCIO WEALTH PARTNERS, 2929 ARCH STREET, SUITE 650

(Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

PHILADELPHIA, PA 19104-7396

(City) (State) (Zip)

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 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 | 19,617 | D | |

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

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options to Purchase Common Stock <u>(1)</u> | \$ 19.11 | Â | Â | Â | Â Â | 07/01/2005 07/01/2015 | Common Stock 2,625 |
| Options to Purchase Common Stock <u>(1)</u> | \$ 21.21 | Â | Â | Â | Â Â | 12/12/2005 12/12/2015 | Common Stock 3,500 |
| Phantom Stock | Â | Â | Â | Â | Â Â | Â <u>(2)</u> Â <u>(2)</u> | Common Stock 0 |
| Phantom Stock | Â | Â | Â | Â | Â Â | Â <u>(2)</u> Â <u>(2)</u> | Common Stock 0 |
| Options to Purchase Common Stock <u>(6)</u> | \$ 22 | Â | Â | Â | Â Â | 08/29/2008 ⁽⁵⁾ 08/29/2017 | Common Stock 3,500 |
| Options to Purchase Common Stock <u>(6)</u> | \$ 24.27 | Â | Â | Â | Â Â | 08/18/2009 ⁽⁷⁾ 08/18/2018 | Common Stock 3,500 |
| Options to Purchase Common Stock <u>(6)</u> | \$ 18.27 | Â | Â | Â | Â Â | 08/21/2010 ⁽⁸⁾ 08/21/2019 | Common Stock 4,475 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lees David E MYCIO WEALTH PARTNERS 2929 ARCH STREET, SUITE 650 PHILADELPHIA, PA 19104-7396 | X | A | A | A |

Signatures

/s/ Diane McDonald,
Attorney-in Fact

02/14/2012

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 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
 - (2) 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.
 - (3) Held in BMBC Deferred Comp. Plan for Directors.
 - (4) Held in Bryn Mawr Trust Company Deferred Comp. Plan for Directors.
 - (5) 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.
 - (6) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan.
 - (7) 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.
 - (8) The options become exercisable over a five (5) year period in 20% increments starting on 8/21/2010 and on each 8/21 thereafter until the options are fully exercisable.

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.