

BRYN MAWR BANK CORP
 Form 4
 April 28, 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 *
WILLIAMS THOMAS A

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)
322 THORNBROOK AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2006

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

ROSEMONT, PA 19010
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 04/28/2006 | | J(8) | 566 A \$ | 20,823 | D | |
| | | | | | 22.07 | | |

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

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SEC 1474 (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 |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 20.47 | | | | | 04/23/2005 ⁽¹⁾ 04/23/2014 | Common Stock | 3,000 |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 8.453 | | | | | 04/18/1997 04/18/2007 | Common Stock | 4,000 |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 12.25 | | | | | 04/24/1998 04/24/2008 | Common Stock | 4,000 |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 13.2188 | | | | | 04/20/2000 04/20/2009 | Common Stock | 2,000 |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 10.75 | | | | | 04/18/2001 04/18/2010 | Common Stock | 2,000 |
| Options to Purchase Common Stock ⁽⁷⁾ | \$ 12.45 | | | | | 04/17/2002 ⁽²⁾ 04/17/2011 | Common Stock | 2,000 |
| Options to Purchase | \$ 16.25 | | | | | 04/16/2003 ⁽³⁾ 04/16/2012 | Common Stock | 2,000 |

Common
Stock (7)

Options
to

| | | | | | |
|----------|----------|---------------------------|------------|-----------------|-------|
| Purchase | \$ 18.46 | 04/15/2004 ⁽⁴⁾ | 04/15/2013 | Common Stock | 2,000 |
|----------|----------|---------------------------|------------|-----------------|-------|

Common
Stock (7)

Options
to

| | | | | | |
|----------|----------|---------------------------|------------|-----------------|-------|
| Purchase | \$ 17.85 | 05/16/2004 ⁽⁵⁾ | 05/16/2013 | Common Stock | 1,000 |
|----------|----------|---------------------------|------------|-----------------|-------|

Common
Stock (7)

Options
to

| | | | | | |
|----------|----------|------------|------------|-----------------|-------|
| Purchase | \$ 18.91 | 05/12/2005 | 05/12/2015 | Common Stock | 3,500 |
|----------|----------|------------|------------|-----------------|-------|

Common
Stock (6)

Options
to

| | | | | | |
|----------|----------|------------|------------|-----------------|-------|
| Purchase | \$ 21.21 | 12/12/2005 | 12/12/2015 | Common Stock | 3,500 |
|----------|----------|------------|------------|-----------------|-------|

Common
Stock (6)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS THOMAS A 322 THORNBROOK AVENUE ROSEMONT, PA 19010 | | | X | |

Signatures

| | |
|-----------------------|------------|
| Thomas A. Williams | 04/28/2006 |
|-----------------------|------------|

| | |
|------------------------------------|------|
| **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) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005.
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/17/02 and on each 4/17 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 4/16/03 and on each 4/16 thereafter until the options are fully exercisable.
- (4)

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These options become exercisable over a three (3) year period in 33 1/3% increments starting on 4/15/04 and on each 4/15 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 5/16/04 and on each 5/16 thereafter until the options are fully exercisable.
- (6) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.
- (7) Acquired in a transaction exempt under Rule 16b-3.
- (8) The \$12,500 retainer for the year 2006 for Non-Employee Directors was paid in corporation stock.

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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