

Halberstadt Geoffrey L  
 Form 5  
 February 14, 2011

**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 \*  
 Halberstadt Geoffrey L

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)  
 12/31/2010

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

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)	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	546.404 <sup>(11)</sup>	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)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Options to Purchase Common Stock	\$ 15.15	12/16/2010	Â	M4	Â	2,000	06/22/2002 <sup>(2)</sup>	06/22/2011	Common Stock	2,000
Options to Purchase Common Stock <sup>(1)</sup>	\$ 18.315	Â	Â	Â	Â	Â	05/17/2003 <sup>(3)</sup>	05/17/2012	Common Stock	2,000
Options to Purchase Common Stock <sup>(1)</sup>	\$ 17.85	Â	Â	Â	Â	Â	05/16/2004 <sup>(4)</sup>	05/16/2013	Common Stock	5,000
Options to Purchase Common Stock <sup>(1)</sup>	\$ 20.47	Â	Â	Â	Â	Â	04/23/2005 <sup>(5)</sup>	04/23/2014	Common Stock	5,000
Options to Purchase Common Stock	\$ 18.91	Â	Â	Â	Â	Â	05/12/2005 <sup>(6)</sup>	05/12/2015	Common Stock	7,000
Options to Purchase Common Stock	\$ 21.21	Â	Â	Â	Â	Â	12/12/2005 <sup>(6)</sup>	12/12/2015	Common Stock	6,000
Options To Purchase Common Stock <sup>(7)</sup>	\$ 22	Â	Â	Â	Â	Â	08/29/2008 <sup>(8)</sup>	08/29/2017	Common Stock	4,000

Options to Purchase Common Stock <sup>(7)</sup>	\$ 24.27	Â	Â	Â	Â	Â	08/18/2009 <sup>(9)</sup>	08/18/2018	Common Stock	4,
Options to Purchase Common Stock <sup>(7)</sup>	\$ 18.27	Â	Â	Â	Â	Â	08/21/2010 <sup>(10)</sup>	08/21/2009	Common Stock	5,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halberstadt Geoffrey L 801 LANCASTER AVENUE BRYN MAWR, PA 19010	Â	Â	Â Secretary	Â

## Signatures

Geoffrey L. Halberstadt 02/14/2011

     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) Acquired in a Transaction exempt under Rule 16b-3
- (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on 6/22/02 and on each 6/22 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 5/17/03 and on each 5/17 thereafter until the options are fully exercisable
- (4) 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.
- (5) The vesting of these options was accelerated by the registrant and became fully vested as of 06/16/05.
- (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) These options were granted to the reporting person under BMBC's 2007 Long-term Incentive Plan
- (8) 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.
- (9) These 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.
- (10) These 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.
- (11) This information is based on a plan statement dated 12/31/2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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