#### RUPPERT CRAIG A

Form 4 April 01, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** RUPPERT CRAIG A			2. Issuer Name <b>and</b> Ticker or Trading Symbol SANDY SPRING BANCORP INC [SASR]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					_X_ Director 10% Owner Officer (give title Other (specify			
SANDY SP INC., 17801	(Month/Day/Year) 03/30/2011					below)	below)	\1 <i>y</i>			
	(Street) 4. If Amendmen Filed(Month/Day				_			6. Individual or Joint/Group Filing(Check Applicable Line)			
OLNEY, M	1.00(					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price			))	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/30/2011			A	1,338	A	\$ 0	1,338	D (1)		
Common Stock								54,737.6444	D		
Common Stock								53	D (2)		
Common Stock								112	D (3)		
Common								555	D (4)		

 $D^{(4)}$ 

555

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Common Stock 1,333  $D_{\underline{(5)}}$ 

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

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SEC 1474 (9-02)

(In

# 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 31.25					12/11/2002 <u>(6)</u>	12/11/2012	Common Stock	746
Stock Options (Right to Buy)	\$ 38.91					12/17/2003 <u>(6)</u>	12/17/2013	Common Stock	966
Stock Options (Right to Buy)	\$ 38					12/15/2004(6)	12/15/2014	Common Stock	1,275
Stock Options (Right to Buy)	\$ 38.13					12/14/2005(6)	12/14/2012	Common Stock	1,717
Stock Options (Right to Buy)	\$ 37.4					12/13/2007(6)	12/13/2013	Common Stock	1,251
Stock	\$ 27.96					03/26/2009(6)	03/26/2015	Common	1,260

Options Stock

(Right to Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUPPERT CRAIG A SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832



## **Signatures**

/s/ Janet VA Replogle, attorney-in-fact for Mr.
Ruppert 04/01/2011

\*\*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) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 30, 2012.
- (2) Restricted stock awarded under the 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on December 13, 2007.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on March 26, 2009.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 25, 2010.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 31, 2011.
- (6) Stock options fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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