TAYLOR B LOYALL JR

Form 4

February 23, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

TAYLOR B LOYALL JR

2. Issuer Name and Ticker or Trading

Symbol

BRYN MAWR BANK CORP [BMTC]

(First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/22/2006

(Check all applicable)

_X__ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

TAYLOR GIFTS, INC., 600 CEDAR HOLLOW ROAD

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person _ Form filed by More than One Reporting

Issuer

PAOLI, PA 19301

				reison		
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (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				8,608	I	Held in BMBC Deferred Comp. Plan for Directors
Common Stock				48,098	I	Held in The Bryn Mawr Trust Company Deferred Plan

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Common Stock						3,238	I	Brooke T. Giese Trust
Common Stock						3,238	I	B. Loyall Taylor, III Trust
Common Stock						2,087.596	I	One Outerbridge Circle Irrevocable Trust
Common Stock	02/22/2006	M	4,000	A	\$ 6.25	4,000	D	
Common Stock	02/23/2006	S	2,241	D	\$ 21.56	1,759	D	

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)

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. Number conf 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	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)	\$ 6.25	02/22/2006		M	4,000	04/19/1996	04/19/2006	Common Stock	4,000
	\$ 8.453					04/18/1997	04/18/2007		4,000

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Options to Purchase Common Stock (7)				Common Stock	
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 <u>(2)</u>	04/17/2011	Common Stock	2,000
Options to Purchase Common Stock (7)	\$ 16.25	04/16/2003 <u>(3)</u>	04/16/2012	Common Stock	2,000
Options to Purchase Common Stock (7)	\$ 18.46	04/15/2004 <u>(4)</u>	04/15/2013	Common Stock	2,000
Options to Purchase Common Stock (7)	\$ 17.85	05/16/2004 <u>(5)</u>	05/16/2013	Common Stock	1,000
Options to Purchase Common Stock (6)	\$ 18.91	05/12/2005	05/12/2015	Common Stock	3,500
	\$ 21.21	12/12/2005	12/12/2015		3,500

Options to Common Stock

Purchase Common Stock (6)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TAYLOR B LOYALL JR TAYLOR GIFTS, INC. 600 CEDAR HOLLOW ROAD PAOLI, PA 19301



Signatures

B. Loyall Taylor, Jr. 02/23/2006

**Signature of Date
Reporting Person

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) 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.

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