

LEPPERT EDWARD J
 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 *
 LEPPERT EDWARD J

(Last) (First) (Middle)

C/O SUSSEX BANCORP, 399
 ROUTE 23

(Street)

FRANKLIN, NJ 07416

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SUSSEX BANCORP [SBBX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2008 ⁽¹⁾	^	P4	31,173 ⁽²⁾	A \$ ⁽³⁾ 31,173	I	By Director Deferred Compensation Agreement
Common Stock	^	^	^	^	^ ^ 17,844	D	^
Common Stock	^	^	^	^	^ ^ 15,067	I	By IRA

Common Stock 3,984 I By IRA - Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 2270 (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. 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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEPPERT EDWARD J C/O SUSSEX BANCORP 399 ROUTE 23 FRANKLIN, NJ 07416	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

/s/ Linda Kiupers, 02/14/2011
Attorney-in-Fact

__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) Transaction dates correspond to meetings of the board of directors and committees which occurred between 12/31/2008 and 12/31/2010.
These shares represent phantom stock units issued pursuant to the Company's Amended and Restated Director Deferred Compensation Agreement due to the deferral of director's fees earned by the reporting person. Each share of phantom stock is payable in one share of common stock upon the reporting person's termination of service as director. These shares were inadvertently excluded from previously filed Form 4s during 12/31/2008 through 12/31/2010.
- (2) Agreement due to the deferral of director's fees earned by the reporting person. Each share of phantom stock is payable in one share of common stock upon the reporting person's termination of service as director. These shares were inadvertently excluded from previously filed Form 4s during 12/31/2008 through 12/31/2010.
- (3) The purchase price used to determine the total number of phantom stock units ranged from \$3.22 to \$6.55.

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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