

PETERS FREDERICK C II  
 Form 5  
 February 10, 2006

# 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 \*  
 PETERS FREDERICK C II

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)  
 12/31/2005

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

BRYN MAWR BANK CORPORATION, 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	12/31/2005		A	Amount (A) or (D) Price	12,975	I	The Bryn Mawr Trust Company cust. IRA of Frederick C. Peters II Rollover

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Common Stock	Â	Â	Â	Â	Â	Â	175	I	IRA Held in Spouse's IRA
Common Stock	Â	Â	Â	Â	Â	Â	174.11	I	Held in Deferred Bonus Plan
Common Stock	Â	Â	Â	Â	Â	Â	2,852.53	I	Held in 401 (k) Plan
Common Stock	Â	Â	Â	Â	Â	Â	21,025	D	Â

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)

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to Purchase Common Stock <sup>(6)</sup>	\$ 20.47	Â	Â	Â	Â	04/23/2005 <sup>(1)</sup> 04/23/2014	Common Stock 24,000
Options to Purchase Common Stock <sup>(6)</sup>	\$ 12.45	Â	Â	Â	Â	04/17/2002 <sup>(2)</sup> 04/17/2011	Common Stock 30,000
Options to Purchase Common Stock <sup>(6)</sup>	\$ 16.26	Â	Â	Â	Â	04/16/2003 <sup>(3)</sup> 04/16/2012	Common Stock 20,000

Options to Purchase \$ 18.46	À		À	À	À	À	04/15/2004 <sup>(4)</sup>	04/15/2013	Common Stock	20,000
Common Stock <u>(6)</u>										
Options to Purchase \$ 17.85	À		À	À	À	À	05/16/2004 <sup>(5)</sup>	05/16/2013	Common Stock	4,000
Common Stock <u>(6)</u>										
Options to Purchase \$ 18.91	À		À	À	À	À	05/12/2005	05/12/2015	Common Stock	30,000
Common Stock <u>(7)</u>										
Options to Purchase \$ 21.21	À		À	À	À	À	12/12/2005	12/12/2015	Common Stock	24,000
Common Stock <u>(7)</u>										

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERS FREDERICK C II BRYN MAWR BANK CORPORATION 801 LANCASTER AVENUE BRYN MAWR, PA 19010	À X	À	À President and Chairman	À

## Signatures

Frederick C.                                  02/10/2006  
Peters II

         \*\*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 June 16, 2005.
  - (2) These options become exercisable over a three (3) year period in 33 1/3% increments starting on April 17, 2002 and on each April 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 April 16, 2003 and on each April 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 April 15, 2004 and on each April 15 thereafter until the options are fully exercisable.

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- (5) These options become exercisable over a three (3) year period in 33 1/3% increments starting on May 16, 2004 and on each May 16 thereafter until the options are fully exercisable.
- (6) Acquired in a transaction exempt under Rule 16b-3
- (7) These options were granted to the reporting person under BMBC's 2004 Stock Option Plan in a transaction exempt under Rule 16b-3.

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