

HARRAL WILLIAM III
 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 *
HARRAL WILLIAM III

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)

250 RAVENSCLIFF

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST. DAVIDS, PA 19087

(City) (State) (Zip)

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) | (A) or (D) | Price | 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 | Â | Â | Â | Â | Â | Â | 4,320 | I | Held in BMBC Deferred Comp. Plan for Directors |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,269 | I | Held in Bryn Mawr Trust Co. Deferred |

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Plan

Common Stock Â Â Â Â Â 19,400 D Â

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

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(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 <u>(7)</u> | \$ 20.47 | Â | Â | <u>(1)</u> | Â Â | 04/23/2005 ⁽¹⁾ 04/23/2014 | Common Stock 3,000 |
| Options to Purchase Common Stock <u>(7)</u> | \$ 12.25 | Â | Â | Â | Â Â | 04/24/1998 04/24/2008 | Common Stock 4,000 |
| Options to Purchase Common Stock <u>(7)</u> | \$ 13.2188 | Â | Â | Â | Â Â | 04/20/2000 04/20/2009 | Common Stock 2,000 |
| Options to Purchase Common Stock <u>(7)</u> | \$ 10.75 | Â | Â | Â | Â Â | 04/18/2001 04/18/2010 | Common Stock 2,000 |
| Options to Purchase | \$ 12.45 | Â | Â | Â | Â Â | 04/17/2002 ⁽²⁾ 04/17/2011 | Common Stock 2,000 |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRAL WILLIAM III 250 RAVENSCLIFF ST. DAVIDS, PA 19087 | ^ X | ^ | ^ | ^ |

Signatures

William Harral,
III 02/10/2006

**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) The vesting of these options was accelerated by the registrant and became fully vested as of 6/16/2005

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- (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) 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) 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

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.