

TRI COUNTY FINANCIAL CORP /MD/  
Form SC 13G/A  
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 6) (1)

TRI-COUNTY FINANCIAL CORPORATION

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

89546L 10 7

-----  
(CUSIP Number)

DECEMBER 31, 2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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1 NAMES OF REPORTING PERSONS:  
COMMUNITY BANK OF TRI-COUNTY EMPLOYEE STOCK OWNERSHIP PLAN TRUST  
  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
52-2054674

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
  
(a) [ ]  
  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
STATE OF MARYLAND

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	8,548
	6	SHARED VOTING POWER	45,181
	7	SOLE DISPOSITIVE POWER	8,548
	8	SHARED DISPOSITIVE POWER	45,181

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
53,729

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.1%

12 TYPE OF REPORTING PERSON \*  
EP

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS:  
LOUIS P. JENKINS, JR.  
  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*

(a) [ ]

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES OF AMERICA

NUMBER OF SHARES	5	SOLE VOTING POWER	500
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	8,548
EACH	7	SOLE DISPOSITIVE POWER	1,100
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	8,548

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,648

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.3%

12 TYPE OF REPORTING PERSON \*  
IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS:  
HERBERT N. REDMOND, JR.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*

(a) [ ]

(b) [X]

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES OF AMERICA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	540
	6	SHARED VOTING POWER	8,548
	7	SOLE DISPOSITIVE POWER	5,140
	8	SHARED DISPOSITIVE POWER	8,548

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,688

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.8%

12 TYPE OF REPORTING PERSON \*  
IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Securities and Exchange Commission  
Washington, D.C. 20549

ITEM 1(a) NAME OF ISSUER.  
Tri-County Financial Corporation

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.  
3035 Leonardtown Rd.  
Waldorf, Maryland 20601

ITEM 2(a) NAME OF PERSON(S) FILING.  
Community Bank of Tri-County Employee Stock Ownership Plan Trust ("ESOP"),  
and the following individuals who serve as its trustees: Louis P. Jenkins, Jr.  
and Herbert N. Redmond, Jr.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE.  
Same as Item 1(b).

ITEM 2(c) CITIZENSHIP.  
See Row 4 of the second part of the cover page provided for each reporting  
person.

ITEM 2(d) TITLE OF CLASS OF SECURITIES.  
Common Stock, par value \$.01 per share.

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ITEM 2(e) CUSIP NUMBER.

See the upper left corner of the second part of the cover page provided for each reporting person.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

Items (a), (b), (c), (d), (e), (g), (h), (i), and (j) are not applicable. This Schedule 13G is being filed on behalf of the ESOP identified in Item 2(a), filing under the Item 3(f) classification, and by each trustee of the trust established pursuant to the ESOP, filing pursuant to Rule 13d-1(c) and applicable SEC no-action letters.

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ITEM 4. OWNERSHIP.

- (a) Amount Beneficially Owned: See Row 9 of the second part of the cover page provided for each reporting person.
- (b) Percent of Class: See Row 11 of the second part of the cover page provided for each reporting person.
- (c) See Rows 5, 6, 7, and 8 of the second part of the cover page provided for each reporting person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The ESOP Committee has the power to determine whether dividends on allocated shares that are paid to the ESOP trust are distributed to participants or are used to repay the ESOP loan.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

By signing below, each signatory in the capacity of an ESOP trustee certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction

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having that purpose or effect.

By signing below, each signatory in his individual capacity certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COMMUNITY BANK OF TRI-COUNTY  
EMPLOYEE STOCK OWNERSHIP PLAN TRUST

By Its Trustees:

/s/ Louis P. Jenkins, Jr. ----- Louis P. Jenkins, Jr., as Trustee	January 31, 2002 ----- Date
/s/ Herbert N. Redmond, Jr. ----- Herbert N. Redmond, Jr., as Trustee	January 29, 2002 ----- Date
/s/ Louis P. Jenkins, Jr. ----- Louis P. Jenkins, Jr., as an Individual Stockholder	February 7, 2002 ----- Date
/s/ Herbert N. Redmond, Jr. ----- Herbert N. Redmond, Jr., as an Individual Stockholder	January 29, 2002 ----- Date