#### ORNDORFF ROBERT L JR

Form 4 June 02, 2009

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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**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

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* ORNDORFF ROBERT L JR

2. Issuer Name and Ticker or Trading

Symbol

SANDY SPRING BANCORP INC

[SASR]

3. Date of Earliest Transaction (Month/Day/Year) 05/29/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner Other (specify

SANDY SPRING BANCORP,

INC., 17801 GEORGIA AVENUE

(First)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**OLNEY, MD 20832** 

			1 015011	
(City)	(State)	(Zip) Tab	le 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)	Transaction Disposed of (D)  Code (Instr. 3, 4 and 5)  (Instr. 8)  Securities  Beneficially  Owned  Following	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)
Common Stock	05/29/2009		P 37 A \$ 142,193	D
Common Stock			11,626	By Profit I Sharing Plan
Common Stock			161	D (1)
Common Stock			224	D (2)
			1,665	D (3)

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#### Common Stock

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

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number.

#### 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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab 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
Stock Options (Right to Buy)	\$ 14.54					12/13/2000(4)	12/13/2010	Common Stock	1,691
Stock Options (Right to Buy)	\$ 32.25					12/21/2001(4)	12/21/2011	Common Stock	924
Stock Options (Right to Buy)	\$ 31.25					12/11/2002(4)	12/11/2012	Common Stock	1,229
Stock Options (Right to Buy)	\$ 38.91					12/17/2003(4)	12/17/2013	Common Stock	1,386
Stock Options (Right to Buy)	\$ 38					12/15/2004(4)	12/15/2014	Common Stock	1,567
Stock	\$ 38.13					12/14/2005(4)	12/14/2012	Common	2,372

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Options (Right to Buy)				Stock	
Stock Options (Right to Buy)	\$ 37.4	12/13/2007(5)	12/13/2013	Common Stock	1,251
Stock Options (Right to Buy)	\$ 27.96	03/26/2009(5)	03/26/2015	Common Stock	1,260

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
reporting of the Finance, Finances	Director	10% Owner	Officer	Other	
ORNDORFF ROBERT L JR SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832	X				

## **Signatures**

/s/ Janet VA Replogle, attorney-in-fact for Mr.
Orndorff
06/02/2009

\*\*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) Restricted stock awarded under the 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on December 13, 2007.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on March 26, 2009.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 25, 2010.
- (4) Stock options fully vested and exercisable.
- (5) Stock options granted under the 2005 Omnibus Stock Plan vest in equal annual increments on the first, second, and third anniversary of the grant.

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

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