

Mantua Philip J
Form 4
April 01, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mantua Philip J

2. Issuer Name and Ticker or Trading Symbol
SANDY SPRING BANCORP INC [SASR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Chief Financial Officer

(Last) (First) (Middle)
SANDY SRPING BANCORP, INC., 17801 GEORGIA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2011

OLNEY, MD 20832

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/30/2011 | | A | | 6,140 | D ⁽¹⁾ | |
| Common Stock | | | | | 5,448.75 | I ⁽²⁾ | 401(k) Plan |
| Common Stock | | | | | 1,854 | D | |
| Common Stock | | | | | 2,259.9782 | D | |
| Common Stock | | | | | 200 | D ⁽³⁾ | |

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| | | |
|--------------|-------|------------------|
| Common Stock | 750 | D ⁽⁴⁾ |
| Common Stock | 5,276 | D ⁽⁵⁾ |
| Common Stock | 7,650 | D ⁽⁶⁾ |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 32.25 | | | | | 12/21/2001 ⁽⁷⁾ 12/21/2011 | Common Stock | 1,500 |
| Stock Options (Right to Buy) | \$ 31.25 | | | | | 12/11/2002 ⁽⁷⁾ 12/11/2012 | Common Stock | 1,750 |
| Stock Options (Right to Buy) | \$ 38.91 | | | | | 12/17/2003 ⁽⁷⁾ 12/17/2013 | Common Stock | 2,200 |
| Stock Options (Right to Buy) | \$ 38 | | | | | 12/15/2004 ⁽⁷⁾ 12/15/2014 | Common Stock | 6,050 |
| | \$ 38.13 | | | | | 12/14/2005 ⁽⁷⁾ 12/14/2012 | | 6,395 |

| | | | | | |
|------------------------------|----------|---------------------------|------------|--------------|-------|
| Stock Options (Right to Buy) | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 37.4 | 12/13/2007 ⁽⁷⁾ | 12/13/2013 | Common Stock | 5,000 |
| Stock Options (Right to Buy) | \$ 27.96 | 03/26/2009 ⁽⁷⁾ | 03/26/2015 | Common Stock | 5,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mantua Philip J SANDY SRPING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832 | | | EVP, Chief Financial Officer | |

Signatures

/s/ Janet VA Replogle, attorney-in-fact for Mr. Mantua

04/01/2011

__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 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 30, 2012.
- (2) Voluntary reporting of shares in 401(k) plan as of 12/31/2010.
- (3) Restricted stock awarded under the 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on December 13, 2007.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on March 26, 2009.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 25, 2010 or when permissible under TARP Regulations.
- (6) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 31, 2011 or as permissible under TARP regulations.
- (7) Stock options fully vested and exercisable.

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.