SANDY SPRING BANCORP INC

Form 4

March 18, 2016

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to
Section 16

Washington, D.C. 20349

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

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

2. Issuer Name and Ticker or Trading

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

Friis Mark E

(Print or Type Responses)

1. Name and Address of Reporting Person *

FIIIS Mark E	L.		Symbol SANDY [SASR]	SPRING	G BANC	ORP	INC	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director 10% Owner Officer (give title Other (specify					
	RING BANCO GEORGIA A		03/16/20	•				below) below)			
	(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line)				
OLNEY, MD 20832			Filed(Month/Day/Year)					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	3. Transacti Code (Instr. 8)	·	ed (A) of ed of (E), 4 and (A) or))	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/16/2016			A	910	A	\$0	910	D (1)		
Common Stock								8,388	D		
Common Stock								25,874	I	By Trust	
Common Stock								1,000	I	Cust for son	
Common Stock								1,036.458	I	Wife Cust for	

			Daughter
Common Stock	411	D (2)	
Common Stock	673	D (3)	
Common Stock	954	D (4)	
Reminder: Report on a separate line for each class of securities beneficially owned directly	or indirectly.		

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control 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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Friis Mark E SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832	X						
Signatures							

/s/ Ronald E. Kuykendall, 03/18/2016 attorney-in-fact **Signature of Reporting Person Date

Reporting Owners 2

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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 2015 Omnibus Incentive Plan vests in equal installments annually for three years beginning April 1, 2017.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2014.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2015.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2016. 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.