#### COCKERHAM GREOGORY C

Form 4 January 04, 2006

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2. Issuer Name and Ticker or Trading

Symbol

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

COCKERHAM GREOGORY C

			TRI COUNTY FINANCIAL CORP /MD/ [TCFC.OB]			(Check all applicable)					
(Last) (First) (Middle) 3035 LEONARDTOWN ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/30/2005					Director 10% Owner X Officer (give title Other (specify below) below)			
								Exec. V.P. & Chief Lending Off			
				If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
WALDORF, MD 20601				Form file Person					y More than One Reporting		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securion(A) or Di (D) (Instr. 3,	4 and (A) or	d of	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	12/30/2005			M	3,701	A	\$ 4.57	19,628 (1)	D		
Common Stock								15,304 <u>(1)</u>	I	By ESOP	
Common Stock								1,170 (1)	I	By IRA	

SEC 1474

(9-02)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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response...

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

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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. Transacti Code (Instr. 8)	orof D Secu Acq (A) Disp (D)	or cosed of er. 3, 4,	6. Date Exercisable and 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 Option (Right to Buy) (2)	\$ 4.57	12/30/2005		M		3,701	12/31/1995	12/31/2005	Common Stock	3,701
Stock Option (Right to Buy) (2)	\$ 10.8						12/31/1998	12/31/2008	Common Stock	8,449
Stock Option (Right to Buy) (2)	\$ 11.82						12/31/1999	12/31/2009	Common Stock	477
Stock Option (Right to Buy) (2)	\$ 11.82						12/31/1999	12/31/2009	Common Stock	1,773
Stock OPtion (Right to Buy) (2)	\$ 11.87						12/31/2000	12/31/2010	Common Stock	2,266
Stock Option (Right to Buy) (2)	\$ 11.78						12/31/2001	12/31/2011	Common Stock	4,500
Stock Option (Right to Buy) (2)	\$ 17.33						12/31/2002	12/31/2012	Common Stock	2,025
Stock Option	\$ 19.11						02/04/2004	12/31/2013	Common Stock	5,067

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(Right to Buy) (2)					
Stock Option (right to buy) (2)	\$ 35.75	12/27/2004	12/27/2014	Common Stock	4,768
Stock Option (Right to Buy) (2)	\$ 33.43	12/19/2005	12/19/2015	Common Stock	3,651

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

COCKERHAM GREOGORY C 3035 LEONARDTOWN ROAD WALDORF, MD 20601

Exec. V.P. & Chief Lending Off

## **Signatures**

/s/ Cockerham,
Gregory C.

\*\*Signature of Reporting

Date

Person

### **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 number of shares have been adjusted to reflect the three-for-two stock split of the Company's common stock on December 29,2005.
- (2) The exercise price and share amounts have been adjusted to reflect the three-for-two stock split of the Company's common stock on December 29, 2005.

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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