

SANDY SPRING BANCORP INC

Form 4

March 28, 2008

**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  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Little Pamela A

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

SANDY SPRING BANCORP,  
INC., 17801 GEORGIA AVENUE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/26/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 03/26/2008                              |                                                             | A                                       |                                                                            | 280                                                                                                                | A                                                                    | \$ 0 840                                |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | I                                                                    | Restricted<br>Stock<br>Award            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | D                                                                    | 1,203                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | I                                                                    | 900                                     |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | I                                                                    | By Ira                                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | I                                                                    | 215                                     |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | I                                                                    | By Stock<br>Award <sup>(2)</sup>        |

# Edgar Filing: SANDY SPRING BANCORP INC - Form 4

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 27.96                                                              | 03/26/2008                              |                                                             | A                                       |                                                                                                                 | 1,251                                                          |     | 03/26/2009 <sup>(1)</sup>                                           | 03/26/2015         | Common<br>Stock | 1,251                                  |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 38.13                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/14/2005 <sup>(3)</sup>                                           | 12/14/2012         | Common<br>Stock | 788                                    |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 37.4                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/13/2007 <sup>(1)</sup>                                           | 12/13/2013         | Common<br>Stock | 1,251                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |         |       |
|------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                          | Director      | 10% Owner | Officer | Other |
| Little Pamela A<br>SANDY SPRING BANCORP, INC.<br>17801 GEORGIA AVENUE<br>OLNEY, MD 20832 |               | X         |         |       |

## Signatures

/s/ Janet VA Replogle, attorney-in-fact for Ms.  
Little

03/28/2008

\_\_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) Stock options granted under the 2005 Omnibus Stock Plan vest in equal annual increments on the first, second, and third anniversary of the grant.
- (2) Stock Awards granted pursuant to the Sandy Spring Bancorp, Inc. 2005 Omnibus Stock Plan vest in five annual installments commencing on December 13, 2007.
- (3) 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.

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