

SMALL FRANK H  
Form 4  
March 27, 2009

# 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 \*  
SMALL FRANK H

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/25/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP of Bank

(Street)

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

OLNEY, MD 20832

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	03/25/2009		A	5,516	A	\$ 0	5,516	D <sup>(1)</sup>	
Common Stock							10,350	D	
Common Stock							4,946	I	401(k)
Common Stock							601	I	Employee Stock Purchase Plan

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Common Stock	900	D <u>(2)</u>
Common Stock	1,250	D <u>(3)</u>

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 17.21					12/15/1999 <sup>(4)</sup> 12/15/2009	Common Stock	6,750	
Stock Options (Right to Buy)	\$ 14.54					12/13/2000 <sup>(4)</sup> 12/13/2010	Common Stock	12,001	
Stock Options (Right to Buy)	\$ 32.25					12/21/2001 <sup>(4)</sup> 12/21/2011	Common Stock	6,400	
Stock Options (Right to Buy)	\$ 31.25					12/11/2002 <sup>(4)</sup> 12/11/2012	Common Stock	8,350	
Stock Options (Right to Buy)	\$ 38.91					12/17/2003 <sup>(4)</sup> 12/17/2013	Common Stock	10,325	

Stock Options (Right to Buy)	\$ 38	12/15/2004 <sup>(4)</sup>	12/15/2014	Common Stock	11,250
Stock Options (Right to Buy)	\$ 38.13	12/14/2005 <sup>(4)</sup>	12/14/2012	Common Stock	11,875
Stock Options (Right to Buy)	\$ 37.4	12/13/2007 <sup>(5)</sup>	12/13/2013	Common Stock	7,000
Stock Options (Right to Buy)	\$ 27.96	03/26/2009 <sup>(5)</sup>	03/26/2015	Common Stock	5,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMALL FRANK H SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832			EVP of Bank	

## Signatures

/s/ Janet VA Replogle, attorney-in-fact for Mr. Small	03/27/2009
__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 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years.
- (2) Restricted stock awarded under the 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on December 13, 2007.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on March 26, 2009.
- (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.