SANDY SPRING BANCORP INC

Form 4

March 19, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ORNDORFF ROBERT L JR			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)		3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner Officer (give title Other (specify				
SANDY SPRING BANCORP, INC., 17801 GEORGIA AVENUE			03/18/2015					below)	below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
OLNEY, MD 20832									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 (Month/Day/Ye	ear) Executi any	emed on Date, if /Day/Year)	3. Transacti Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	d (A) o))	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	03/18/2015			Code V A	Amount 954	(D)	Price \$ 0	954	D (1)		
Common Stock								149,893	D		
Common Stock								11,626	D		
Common Stock								438	D (2)		
Common Stock								822	D (3)		

Common Stock

1,010

 $D^{(4)}$

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

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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	2.
Derivative	Conversion
Security	or Exercise
(Instr. 3)	Price of
	Derivative
	Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. TransactionNumber Code of (Instr. 8)

Code V (A) (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Underlying Securities (Instr. 3 and 4)

(In

Derivative Securities Acquired (A) or Disposed

> of (D) (Instr. 3, 4, and 5)

> > Amount Expiration Title

or Number of Shares

Stock

Options (Right to Buy)

\$ 27.96

Date Exercisable

03/26/2009(5) 03/26/2015

Date

Common Stock

1,260

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Director Other

ORNDORFF ROBERT L JR SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE **OLNEY, MD 20832**

X

Signatures

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

03/19/2015

**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 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2016.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 28, 2013.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2014.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually for three years beginning April 1, 2015.
- (5) 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.