

GOFF SUSAN D  
Form 4  
April 01, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
GOFF SUSAN D

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)  
03/30/2011

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

SANDY SPRING BANCORP,  
INC., 17801 GEORGIA AVENUE

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 03/30/2011                           |  | A                              | 1,338 A \$ 0  | 1,338   | I  | Restricted Stock <sup>(1)</sup>   |
| Common Stock                    |                                      |  |                                |   | 17,350.5793   | D <sup>(2)</sup>   |                                   |
| Common Stock                    |                                      |  |                                |   | 53  | I  | Restricted Stock <sup>(3)</sup>   |
| Common Stock                    |                                      |  |                                |   | 112   | I  | Restricted Stock <sup>(4)</sup>   |
| Common Stock                    |                                      |  |                                |   | 555   | I  | Restricted Stock <sup>(5)</sup>   |

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Common Stock 1,333 I Retriected Stock <sup>(6)</sup>

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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy)               | \$ 32.25   |                                      |  |                                |   | 12/21/2001 <sup>(7)</sup> 12/21/2011                     | Common Stock  | 567                           |
| Stock Options (Right to Buy)               | \$ 31.25   |                                      |  |                                |   | 12/11/2002 <sup>(7)</sup> 12/11/2012                     | Common Stock  | 662                           |
| Stock Options (Right to Buy)               | \$ 38.91   |                                      |  |                                |   | 12/17/2003 <sup>(7)</sup> 12/17/2013                     | Common Stock  | 693                           |
| Stock Options (Right to Buy)               | \$ 38  |                                      |  |                                |   | 12/15/2004 <sup>(7)</sup> 12/15/2014                     | Common Stock  | 936                           |
| Stock Options (Right to Buy)               | \$ 38.13   |                                      |  |                                |   | 12/14/2005 <sup>(7)</sup> 12/14/2012                     | Common Stock  | 1,428                         |
| Stock                                      | \$ 37.4  |                                      |  |                                |   | 12/13/2007 <sup>(7)</sup> 12/13/2013                     | Common  | 1,251                         |

