

SANDY SPRING BANCORP INC
 Form 4
 March 28, 2008

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 *
SCHRIDER DANIEL J

(Last) (First) (Middle)

SANDY SPRING BANCORP, INC., 17801 GEORGIA AVENUE

(Street)

OLNEY, MD 20832

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/26/2008 | | A | 2,500 A \$ 0 | 2,500 | I | Restricted Stock Award (1) |
| Common Stock | | | | | 711 | D | |
| Common Stock | | | | | 420 | I | Custodian For Children |
| Common Stock | | | | | 905 | I | ESPP (2) |
| | | | | | 2,384 | I | |

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| | | | | | | |
|--------------|--|--|-----|---|--|---|
| Common Stock | | | | | | 401k/profit Sharing Plan ⁽³⁾ |
| Common Stock | | | 800 | I | | By Stock Award ⁽¹⁾ |

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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 27.96 | 03/26/2008 | | A | 10,000 | 03/26/2009 ⁽⁴⁾ | 03/26/2015 | Common Stock | 10,000 |
| Stock Options (Right to Buy) | \$ 38 | | | | | 12/15/2004 ⁽⁵⁾ | 12/15/2014 | Common Stock | 6,625 |
| Stock Options (Right to Buy) | \$ 14.54 | | | | | 12/13/2000 ⁽⁵⁾ | 12/13/2010 | Common Stock | 2,500 |
| Stock Options (Right to Buy) | \$ 31.25 | | | | | 12/11/2002 ⁽⁵⁾ | 12/11/2012 | Common Stock | 4,700 |
| Stock Options (Right to Buy) | \$ 32.25 | | | | | 12/21/2001 ⁽⁵⁾ | 12/21/2011 | Common Stock | 2,000 |
| | \$ 37.4 | | | | | 12/13/2007 ⁽⁴⁾ | 12/13/2013 | | 5,000 |

| | | | | | | |
|------------------------------|----------|--|---------------------------|------------|--------------|-------|
| Stock Options (Right to Buy) | | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 17.21 | | 12/15/1999 ⁽⁵⁾ | 12/15/2009 | Common Stock | 800 |
| Stock Options (Right to Buy) | \$ 38.13 | | 12/14/2005 ⁽⁵⁾ | 12/14/2012 | Common Stock | 6,395 |
| Stock Options (Right to Buy) | \$ 38.91 | | 12/17/2003 ⁽⁵⁾ | 12/17/2013 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHRIDER DANIEL J SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832 | | | EVP of Bank | |

Signatures

/s/ Janet VA Replogle, attorney-in-fact for Mr. Schrider
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) Restricted stock awarded under the 2005 Omnibus Stock Plan vests in five equal, annual installments on the anniversary dates of the award.
- (2) Voluntary reporting of shares held in Employee Stock Purchase Plan as of 12/31/2007.
- (3) Voluntary reporting of shares held in 401(k) plan as of 2/12/2008.
- (4) Stock options granted under the 2005 Omnibus Stock Plan vest in equal annual increments on the first, second, and third anniversary of the grant.
- (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.