Bancorp, Inc. Form 4 October 03, 2005

FORM 4

Section 16.

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB

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Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Ad Megargee Sc	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(T. 1)	Bancorp, Inc. [TBBK]		(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O THE BANCORP, INC.,, 405 SILVERSIDE ROAD (Street)			09/30/2005	_X_ Officer (give title Other (specify			
				below) below) Ex. VP & Chief Lending Officer			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
WILMINGTON, DE 19809			, , , , , , , , , , , , , , , , , , ,	_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			

WILMINGTON, DE 19809	
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(City)	(State) (2	Table	I - Non-De	erivative S	ecuri	ties Aco	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	· · · ·	any	Code	Disposed	osed of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, Amount	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock (1)	09/30/2005		C	3,018	A	\$0	10,043	D	
Common Stock							4,830	I	By mother
Common Stock							86	Ι	By 401(k) Plan (2)

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

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number.

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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. Transactic Code (Instr. 8)	5. Number proof 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)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series A Convertible Preferred Stock	<u>(1)</u>	09/30/2005		C	3,018	<u>(1)</u>	<u>(1)</u>	Common Stock	3,018	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Megargee Scott R C/O THE BANCORP, INC., 405 SILVERSIDE ROAD WILMINGTON, DE 19809

Ex. VP & Chief Lending Officer

Signatures

Scott R. 09/30/2005 Megargee

**Signature of Date
Reporting Person

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) The reporting person converted 3,018 of Series A convertible preferred stock into common stock on September 30, 2005. The preferred stock was convertible into common stock on a one-for-one basis, and had no expiration date.
- (2) The reporting person acquired 86 shares of The Bancorp, Inc. common stock under the Bancorp 401(k) plan. This information is based on a plan report as of June 30, 2005.

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.

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