

Edgar Filing: TRI COUNTY FINANCIAL CORP /MD/ - Form SC 13G/A

TRI COUNTY FINANCIAL CORP /MD/  
Form SC 13G/A  
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G/A  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 8) /1/

Tri-County Financial Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

89546L 10 7

-----  
(CUSIP Number)

N/A

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

/X/ Rule 13d-1(b)

/X/ Rule 13d-1(c)

/ / Rule 13d-1(d)

-----  
/1/ The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

Page 1 of 7 pages

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CUSIP NO. 89546L 10 7 / 13G / Page 2 of 7 Pages

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-----  
 / 1 / NAMES OF REPORTING PERSONS:  
 / / COMMUNITY BANK OF TRI-COUNTY EMPLOYEE STOCK OWNERSHIP PLAN TRUST  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 / / 52-2054674  
 -----

-----  
 / 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / /  
 / / (b) /X /  
 / /  
 -----

-----  
 / 3 / SEC USE ONLY  
 / /  
 -----

-----  
 / 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / STATE OF MARYLAND  
 / /  
 -----

/	/	/	/		
/		/ 5 /	SOLE VOTING POWER		0
/	NUMBER OF	-----			
/	SHARES	/ 6 /	SHARED VOTING POWER	55,929	
/	BENEFICIALLY	/ /			
/	OWNED BY	-----			
/	EACH	/ 7 /	SOLE DISPOSITIVE POWER		0
/	REPORTING	/ /			
/	PERSON	-----			
/	WITH	/ 8 /	SHARED DISPOSITIVE POWER	55,929	
/		/ /			

-----  
 / 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 55,929  
 -----

-----  
 / 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
 / / SHARES  
 / / / /  
 -----

-----  
 / 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 7.38% (1)  
 -----

-----  
 / 12 / TYPE OF REPORTING PERSON  
 / / EP  
 -----

(1) Based on 758,342 shares outstanding as of December 31, 2003.

-----  
 / 1 / NAMES OF REPORTING PERSONS:  
 -----

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/ / LOUIS P. JENKINS, JR.  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 / /

-----  
 / 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / / (b) /X /  
 / /

-----  
 / 3 / SEC USE ONLY  
 / /

-----  
 / 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / UNITED STATES OF AMERICA  
 / /

-----  
 / / / /  
 / / 5 / SOLE VOTING POWER 1,100 (1)  
 / NUMBER OF /  
 / SHARES / 6 / SHARED VOTING POWER 55,929 (2)  
 / BENEFICIALLY / /  
 / OWNED BY /  
 / EACH / 7 / SOLE DISPOSITIVE POWER 1,100 (1)  
 / REPORTING / /  
 / PERSON /  
 / WITH / 8 / SHARED DISPOSITIVE POWER 55,929 (2)  
 / / /

-----  
 / 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 57,029

-----  
 / 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
 / / SHARES  
 / / / /

-----  
 / 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 7.51% (3)

-----  
 / 12 / TYPE OF REPORTING PERSON  
 / / IN

- (1) Includes 600 shares that may be acquired upon the exercise of options within 60 days.  
 (2) Consists of shares held by the Tri-County Financial Corporation Employee Stock Ownership Plan Trust ("ESOP Trust"), of which the reporting person serves as a trustee.  
 (3) Assumes options to purchase 600 shares have been exercised. Based on 758,342 shares outstanding as of December 31, 2003.

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/ 1 / NAMES OF REPORTING PERSONS:  
 / / HERBERT N. REDMOND, JR.  
 / /  
 / / I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 / /

---

/ 2 / CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
 / /  
 / / (a) / /  
 / / (b) /X /  
 / /

---

/ 3 / SEC USE ONLY  
 / /

---

/ 4 / CITIZENSHIP OR PLACE OF ORGANIZATION  
 / / UNITED STATES OF AMERICA  
 / /

---

/	/	/	/	
/		/ 5 /	SOLE VOTING POWER	5,140 (1)
/	NUMBER OF	/ 6 /	SHARED VOTING POWER	55,929 (2)
/	SHARES	/ /		
/	BENEFICIALLY	/ 7 /	SOLE DISPOSITIVE POWER	5,140 (1)
/	OWNED BY	/ /		
/	EACH	/ 8 /	SHARED DISPOSITIVE POWER	55,929 (2)
/	REPORTING	/ /		
/	PERSON	/ 8 /	SHARED DISPOSITIVE POWER	55,929 (2)
/	WITH	/ /		

---

/ 9 / AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 / / 61,069

---

/ 10 / CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
 / / SHARES  
 / / / /

---

/ 11 / PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 / / 8.00% (3)

---

/ 12 / TYPE OF REPORTING PERSON  
 / / IN

- (1) Includes 4,600 shares that may be acquired upon the exercise of options within 60 days.
- (2) Consists of shares held by the ESOP Trust, of which the reporting person serves as a trustee.
- (3) Assumes options to purchase 4,600 shares have been exercised. Based on 758,342 shares outstanding as of December 31, 2003.

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Securities and Exchange Commission  
Washington, DC 20549

ITEM 1(a). NAME OF ISSUER.  
Tri-County Financial Corporation

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.  
3035 Leonardtown Rd.  
Waldorf, Maryland 20601

ITEM 2(a). NAME OF PERSON(S) FILING.  
Community Bank of Tri-County Employee Stock Ownership Plan Trust ("ESOP"),  
and the following individuals who serve as its trustees: Louis P. Jenkins, Jr.  
and Herbert N. Redmond, Jr.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE.  
Same as Item 1(b).

ITEM 2(c). CITIZENSHIP.  
See Row 4 of the second part of the cover page provided for each reporting  
person.

ITEM 2(d). TITLE OF CLASS OF SECURITIES.  
Common Stock, par value \$.01 per share.

ITEM 2(e). CUSIP NUMBER.  
89546L 10 7

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR  
13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(f) /X/ An employee benefit plan or endowment fund in accordance with  
Rule 13d-1(b) (1) (ii) (F)

Items (a), (b), (c), (d), (e), (g), (h), (i), and (j) are not applicable.  
This Schedule 13G is being filed on behalf of the ESOP identified in Item 2(a),  
filing under the Item 3(f) classification, and by each trustee of the trust  
established pursuant to the ESOP, filing pursuant to Rule 13d-1(c) and  
applicable SEC no-action letters.

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/ Page 6 of 7 Pages /  
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ITEM 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED: See Row 9 of the second part of the  
-----  
cover page provided for each reporting person.

(b) PERCENT OF CLASS: See Row 11 of the second part of the cover page  
-----  
provided for each reporting person.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS: See Rows 5, 6, 7,  
-----  
and 8 of the second part of the cover page provided for each

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reporting person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: / /

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The ESOP Committee has the power to determine whether dividends on allocated shares that are paid to the ESOP trust are distributed to participants or are used to repay the ESOP loan.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

By signing below, each signatory in the capacity of an ESOP trustee certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, each signatory in his individual capacity certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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/ Page 7 of 7 Pages /  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

COMMUNITY BANK OF TRI-COUNTY  
EMPLOYEE STOCK OWNERSHIP PLAN TRUST

By Its Trustees:

/s/Louis P. Jenkins, Jr.

-----  
Louis P. Jenkins, Jr., as Trustee

February 17, 2004  
-----

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Date

/s/Herbert N. Redmond, Jr.

-----  
Herbert N. Redmond, Jr., as Trustee

February 17, 2004

-----  
Date

/s/Louis P. Jenkins, Jr.

-----  
Louis P. Jenkins, Jr., as an Individual Stockholder

February 17, 2004

-----  
Date

/s/Herbert N. Redmond, Jr.

-----  
Herbert N. Redmond, Jr., as an Individual Stockholder

February 17, 2004

-----  
Date