

GERMAN AMERICAN BANCORP
Form 4
February 17, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
RUST BRADLEY M

2. Issuer Name and Ticker or Trading Symbol
GERMAN AMERICAN BANCORP
[GABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8700 HILLSIDE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR. VICE PRESIDENT & PRINCIPAL

NEWBURGH, IN 47630-2281

(City) (State) (Zip)

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

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 or Price		
COMMON STOCK	02/15/2005		F		340 D \$ 15.295	5,056.9897	D
COMMON STOCK	02/15/2005		M		231 A \$ 12.5256	5,287.9897	D
COMMON STOCK	02/15/2005		M		159 A \$ 14.585	5,446.9897	D

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

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number.

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 12.5256	02/15/2005		M	231	<u>(1)</u>	02/15/2006	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 14.585	02/15/2005		M	159	<u>(3)</u>	02/15/2007	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 15.295	02/15/2005		A	189	02/15/2006	02/15/2006	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 15.295	02/15/2005		A	151	02/15/2006	02/15/2007	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 15.295	02/15/2005		A	1,000	<u>(5)</u>	02/15/2010	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

RUST BRADLEY M
8700 HILLSIDE DRIVE
NEWBURGH, IN 47630-2281

SR. VICE PRESIDENT & PRINCIPAL

Signatures

Bradley M Rust 02/17/2005

 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) The option was granted on Feb. 15, 2001 and becomes exercisable in 20% increments on each of the first five anniversary dates of the Grant Date.
- (2) Exercise of Option
- (3) The option was granted on Feb. 15, 2002 and becomes exercisable in 20% increments on each of the first five anniversary dates of the Grant Date.
- (4) Grant of Option
- (5) The option is exercisable in 20% increments on each of the first five anniversary dates of the Grant Date.

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.