

GERMAN AMERICAN BANCORP
Form 4
February 19, 2003

FORM 4

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

OMB APPROVAL

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
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| | | | | | |
|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person* SENDELWECK KENNETH L (Last) (First) (Middle) 1476 MARTHA DR (Street) JASPER, IN 47546 (City) (State) (Zip) | | 2. Issuer Name and Ticker or Trading Symbol GERMAN AMERICAN BANCORP GABC | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) SECRETARY AND TREASURER Other (specify below) | |
| | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 309-62-3913 | | 4. Statement for Month/Day/Year 2/15/03 | |
| | | | | 5. If Amendment, Date of Original (Month/Day/Year) | |
| | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans-action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans-action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|---|---|---------------------------------|---|---|------------|-----------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 2/15/03 | | F | | 1363 | D | \$18.86 | | D | |
| Common Stock | 2/15/03 | | M | | 81 | A | \$13.1519 | | D | |
| Common Stock | 2/15/03 | | M | | 1968 | A | \$12.5256 | 5536.8479 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 5084 | I | Held in IRA Account |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$18.86 | 2/15/03 | | A | | 6200 | | (2) | 2/15/08 | Common Stock | 6200 | | 6200 | D | |
| Employee Stock Option (Right to Buy) | \$18.86 | 2/15/03 | | A | | 1307 | | | 2/15/04 | Common Stock | 1307 | | 1307 | D | |
| Employee Stock Option (Right to Buy) | \$18.86 | 2/15/03 | | A | | 56 | | | 2/15/04 | Common Stock | 56 | | 56 | D | |
| Employee Stock Option (Right to Buy) | \$12.5256 | 2/15/03 | | M | | 1968 | | | 7/1/00 | Common Stock | 1968 | | 5903 | D | |
| Employee Stock Option (Right to Buy) | \$13.1519 | 2/15/03 | | M | | 81 | | | 2/15/01 | Common Stock | 81 | | 2720 | D | |

Explanation of Responses:

(1) Shares previously reported as Direct "Joint with Spouse"

(2) The option is exercisable in increments of the option granted on each of the first five anniversary dates of the Grant Date.

By: /s/ **Kenneth L Sendelweck**

2/19/03

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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