

GERMAN AMERICAN BANCORP  
Form 4  
February 17, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                            |
| COMMON STOCK                    | 02/15/2005                           |                                                    | F                              | 340                                                               | \$ 15.295                                                                                     | 5,056.9897                                               | D                                          |
| COMMON STOCK                    | 02/15/2005                           |                                                    | M                              | 231                                                               | \$ 12.5256                                                                                    | 5,287.9897                                               | D                                          |
| COMMON STOCK                    | 02/15/2005                           |                                                    | M                              | 159                                                               | \$ 14.585                                                                                     | 5,446.9897                                               | D                                          |

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**

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(9-02)

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.