

ASTRIKE GEORGE W
Form 5
February 18, 2003

FORM 5

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0362
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See Instruction 1(b).

Form 3 Holdings Reported

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
www.section16.net

Form 4 Transactions Reported

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
ASTRIKE GEORGE W			GERMAN AMERICAN BANCORP			<input checked="" type="checkbox"/> Director —		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year		
			305-36-2666			12/2002		
(Street)			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)		
JASPER, IN 47546						<input checked="" type="checkbox"/> Form filed by One Reporting Person —		
(City) (State) (Zip)						<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. 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)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
COMMON STOCK	4/9/02		F	11046	D	\$16.75		D	
COMMON STOCK	4/9/02		M	6833	A	\$14.63		D	
COMMON STOCK	4/9/02		M	5830	A	\$14.59		D	
COMMON STOCK	6/3/02		A	876	A	\$16.45	25020 ⁽¹⁾	D	
COMMON STOCK							1041 ⁽¹⁾	I	HELD IN IRA

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).

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FORM 5 (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 at End of Year (Instr. 4)	10. Ownership Form of Derivative Security (D) or Indirect (I) (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
NON-EMPLOYEE DIRECTOR STOCK OPTION (RIGHT TO BUY)	\$16.45	6/3/02		A	1000 ⁽²⁾		6/3/02	6/3/12	COMMON STOCK	1000		1050 ⁽³⁾	D
NON-EMPLOYEE DIRECTOR STOCK OPTION (RIGHT TO BUY)	\$16.75	4/9/02		A	11046 ⁽²⁾		4/9/03	4/19/03	COMMON STOCK	11046		11598 ⁽⁴⁾	D
NON-EMPLOYEE DIRECTOR STOCK OPTION (RIGHT TO BUY)	\$14.63	4/9/02		M		6833 ⁽⁵⁾	1/6/97	4/19/03	COMMON STOCK	6833		0	D
NON-EMPLOYEE DIRECTOR STOCK OPTION (RIGHT TO BUY)	\$14.59	4/9/02		M		5830 ⁽⁵⁾	1/28/97	4/19/03	COMMON STOCK	5830		0	D

Explanation of Responses:

(1) Reflects additional shares acquired pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002.

(2) Options granted under the German American Bancorp Long-Term Equity Incentive Plan

(3) Reflects adjustment for additional shares issued pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002. The exercise price is adjusted also in connection with the five percent stock dividend to a price of \$15.67

(4) Reflects adjustment for additional shares issued pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002. The exercise price is adjusted also in connection with the five percent stock dividend to a price of \$15.95.

(5) The options that were exercised were granted under the German American Bancorp 1992 Long-Term Equity Plan.

By: /s/ Mark A Schroeder POA for George Astrike 2/14/03
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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