#### SCHROEDER MARK A

Form 5

January 31, 2006

## FORM 5

**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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

securities beneficially owned directly or indirectly.

1. Name and Ad SCHROEDE	ldress of Reporting Pe R MARK A	Symbol	GERMAN AMERICAN BANCORP			I	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	, , , , ,	(Month/Da	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005			_	_X Director _X Officer (give tirelow)		Owner r (specify	
1926 N 600 V	W									
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6	. Individual or Join	t/Group Repo	orting	
		T Hea(World	u/Day/ 1 car)				(check a	pplicable line)		
JASPER, II		<sup>;ip)</sup> Table	I - Non-Deriv	rative Secu	ırities	P	X_ Form Filed by On Form Filed by Mo erson  red, Disposed of, o	re than One Re	porting	
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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D	)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK	Â	Â	Â	Â	Â	Â	35,056.4936 (1)	D	Â	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Securit	ies	(Instr. 5)
	Derivative		•		Securities			(Instr. 3	3 and 4)	
	Security				Acquired			Ì		
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					, ,					
								4	Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
						Lacroisable	Duic	(	of	
					(A) (D)				Shares	

of D

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHROEDER MARK A 1926 N 600 W JASPER, IN 47546	ÂX	Â	Â PRESIDENT / CEO	Â			

# **Signatures**

Mark A
Schroeder

\*\*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) Includes shares acquired pursuant to German American Bancorp's Dividend Reinvestment Plan, as well as, shares acquired pursuant to an Employee Stock Purcahse Plan.

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

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