

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 \*  
RUHE STAN J

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)  
1117 UNIVERSITY DRIVE  
(Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EXECUTIVE VICE PRESIDENT

JASPER, IN 47546  
(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| COMMON STOCK                    | 02/15/2005                           |  | F                              |   | 3,462 D \$ 15.295   | 11,739   | D   |
| COMMON STOCK                    | 02/15/2005                           |  | M                              |   | 2,066 A \$ 11.9292  | 13,805   | D   |
| COMMON STOCK                    | 02/15/2005                           |  | M                              |   | 504 A \$ 12.5256  | 14,309   | D   |
| COMMON STOCK                    | 02/15/2005                           |  | M                              |   | 1,508 A \$ 14.585   | 15,817   | 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 number.

SEC 1474  
(9-02)

**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)       | \$ 11.9292   | 02/15/2005                           |  | M                              | 2,066   | <u>(1)</u> 07/01/2005                                    | COMMON STOCK  |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY)       | \$ 12.5256   | 02/15/2005                           |  | M                              | 504   | <u>(3)</u> 02/15/2006                                    | COMMON STOCK  |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY)       | \$ 14.585  | 02/15/2005                           |  | M                              | 1,508   | <u>(4)</u> 02/15/2007                                    | COMMON STOCK  |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY)       | \$ 15.295  | 02/15/2005                           |  | A                              | 1,611   | 02/15/2006 07/01/2005                                    | COMMON STOCK  |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY)       | \$ 15.295  | 02/15/2005                           |  | A                              | 413   | 02/15/2006 02/15/2006                                    | COMMON STOCK  |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY)       | \$ 15.295  | 02/15/2005                           |  | A                              | 1,438   | 02/15/2006 02/15/2007                                    | COMMON STOCK  |

BUY)  
 EMPLOYEE  
 STOCK  
 OPTION      \$ 15.295      02/15/2005      A      2,250      (6)      02/15/2010      COMMON STOCK  
 (RIGHT TO  
 BUY)

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| RUHE STAN J<br>1117 UNIVERSITY DRIVE<br>JASPER, IN 47546 |               |           | EXECUTIVE VICE PRESIDENT |       |

## Signatures

Stan J Ruhe      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 July 1, 2000 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, 2001 and becomes exercisable in 20% increments on each of the first five anniversary dates of the Grant Date.
- (4) 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.
- (5) Grant of Option
- (6) 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.  
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