

THOMPSON CHET L
Form 4
March 21, 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* | | | 2. Issuer Name and Ticker or Trading Symbol | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--------------------------------------|--|---|---|---|------------|---|--|--|--|
| THOMPSON CHET L | | | GERMAN AMERICAN BANCORP GABC | | | | <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/Day/Year | | 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> | | | |
| 5 PLEASANT RIDGE DR | | | | | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) |
| (Street) | | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | |
| WASHINGTON, IN 47501 | | | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 3/21/03 | | J ⁽¹⁾ | | 1576 | D | \$20.00 | 13928.9568 ⁽²⁾⁽³⁾ | D | |
| Common Stock | 3/21/03 | | J ⁽¹⁾ | | 3591 | D | \$20.00 | 3591 | I | In Spouse's IRA |
| Common Stock | | | | | | | | 3363.2253 ⁽⁴⁾ | I | By Spouse |

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 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 | 2. Conversion or Exercise | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
|---------------------------------|---------------------------|----------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|
|---------------------------------|---------------------------|----------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities (Instr. 3, 4 & 5) | | | Month/Day/Year | Securities (Instr. 3 & 4) | | (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
|------------|------------------------------|-----------------------|-------------------------------|-----------------|---|---|---------|----------------|---------------------------|------------------|------------|---|--|----------------------|
| | | | | | Code | V | (A) (D) | | Date Exer-cisable | Expira-tion Date | | | | |
| | | | | | | | | | | | | | | |

Explanation of Responses:

- (1) Shares purchased pursuant to German American Bancorp's Tender Offer which commenced on 2/7/03.
- (2) Includes 7426.4435 Shares previously reported as Direct "Joint with Spouse"
- (3) Includes 35.7292 shares acquired pursuant to German American Bancorp's dividend reinvestment plan.
- (4) Includes 21.2252 shares acquired pursuant to German American Bancorp's dividend reinvestment plan.

By: /s/ **Mark A Schroeder POA for Chet L Thompson** **3/21/03**
 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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