

CORNERSTONE BANCORP INC
 Form 5
 February 10, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 NELTHROPP COURTNEY A

2. Issuer Name and Ticker or Trading Symbol
 CORNERSTONE BANCORP INC [CBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

47 SHAGBARK RD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

STAMFORD, CT 06903

Form Filed by One Reporting Person
 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 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â | 525.967 ⁽¹⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | 2,351.165 ⁽²⁾ | I | Joint with wife |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Director Stock Option - right to buy | \$ 8.988 | Â | Â | Â | Â Â | 02/21/1996 | 02/21/2006 | Common Stock | 908 |
| Director Stock Option - right to buy | \$ 12.397 | Â | Â | Â | Â Â | 05/21/1997 | 05/21/2007 | Common Stock | 303 |
| Director Stock Option - right to buy | \$ 17.252 | Â | Â | Â | Â Â | 05/20/1998 | 05/20/2008 | Common Stock | 303 |
| Director Stock Option - right to buy | \$ 13.636 | Â | Â | Â | Â Â | 05/19/1999 | 05/19/2009 | Common Stock | 275 |
| Director Stock Option - right to buy | \$ 10.909 | Â | Â | Â | Â Â | 05/17/2000 | 05/17/2010 | Common Stock | 275 |
| Director Stock Option - right to buy | \$ 12.818 | Â | Â | Â | Â Â | 05/16/2001 | 05/16/2011 | Common Stock | 275 |
| | \$ 17.818 | Â | Â | Â | Â Â | 05/15/2002 | 05/15/2012 | | 275 |

| | | | | | | | | | | | |
|--|----------|---|---|---|---|---|------------|------------|--|-----------------|-----|
| Director Stock Option - right to buy | | | | | | | | | | Common Stock | |
| Director Stock Option - right to buy | \$ 18 | ^ | ^ | ^ | ^ | ^ | 05/21/2003 | 05/21/2013 | | Common Stock | 250 |
| Director Stock Option - right to buy | \$ 25.46 | ^ | ^ | ^ | ^ | ^ | 05/26/2004 | 05/26/2014 | | Common Stock | 250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NELTHROPP COURTNEY A 47 SHAGBARK RD STAMFORD, CT 06903 | ^ X | ^ | ^ | ^ |

Signatures

Leigh A. Hardisty as Power or Attorney
Date: 02/10/2005

**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) During 2004, the reporting person received .967 shares of common stock as a result of participation in the Bancorp's plan for the reinvestment of dividends.
 - (2) During 2004, the reporting person received 37.828 shares of common stock as a result of participation in the Bancorp's plan for the reinvestment of dividends.

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.