

FIRST CAPITAL INC
 Form 4
 May 06, 2005

FORM 4

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

OMB APPROVAL

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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 *

UHL GERALD L

(Last) (First) (Middle)

220 FEDERAL DRIVE

(Street)

CORYDON, IN 47115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIRST CAPITAL INC [(FCAP)]

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

05/06/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (A) or (D) Price			
Common Stock	05/06/2005		M	560 A \$ 11	18,785	D	
Common Stock	05/06/2005		M	51 A \$ 7.8	18,836	D	
Common Stock	05/06/2005		G V	611 D \$ 0	18,225	D	
Common Stock	05/06/2005		M	300 A \$ 11	2,612	I	By Spouse
Common Stock	05/06/2005		G V	611 A \$ 0	3,223	I	By Spouse
					1,175	I	By IRA

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Common Stock			
Common Stock	407.108	I	By Spouse ESOP
Common Stock	11,306	I	By Spouse IRA

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.8	05/06/2005		M	51	07/09/1998 ⁽¹⁾ 07/31/2008	Common Stock	51	
Incentive Stock Option (right to buy)	\$ 11	05/06/2005		M	560	02/14/2001 ⁽²⁾ 02/14/2010	Common Stock	560	
Incentive Stock Option (right to buy)	\$ 11	05/06/2005		M	300	02/14/2001 ⁽²⁾ 02/14/2010	Common Stock	300	
Incentive Stock Option (right-to-buy)	\$ 23					06/21/2004 ⁽³⁾ 06/21/2004	Common Stock	75	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

UHL GERALD L
220 FEDERAL DRIVE X
CORYDON, IN 47115

Signatures

By: Samuel E. Uhl, Power of Attorney 05/06/2005

__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) Options are fully vested and exercisable as of July 9, 1998.
- (2) Options will become fully vested and exercisable on February 14, 2005.
- (3) Incentive Stock Option granted pursuant to the First Capital, Inc. 1999 Stock-Based Incentive Plan vest in five annual installments commencing on June 21, 2005.

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