

SCHROEDER MARK A
Form 5
February 14, 2003

FORM 5

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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Form 3 Holdings Reported
 Form 4 Transactions Reported

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
www.section16.net

1. Name and Address of Reporting Person* SCHROEDER MARK A		2. Issuer Name and Ticker or Trading Symbol GERMAN AMERICAN BANCORP GABC		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) PRESIDENT / CEO	
(Last) (First) (Middle) 1926 N 600 W		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 312-62-9322	4. Statement for Month/Year 12/2002		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Street) JASPER, IN 47546			5. If Amendment, Date of Original (Month/Year)		

1. Title of Security (Instr. 3)			2. Trans-action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Amount	(A) or (D)	Price			
COMMON STOCK			2/15/02		F	2840	D	\$16.08		D	
COMMON STOCK			2/15/02		M	2000	A	\$14.63		D	
COMMON STOCK			2/15/02		M	1276	A	\$12.87		D	
COMMON STOCK			6/3/02		A	438	A	\$16.45	19831 ⁽¹⁾	D	
COMMON STOCK									5508.0211 ⁽²⁾	D	JT WITH 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 5 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. I of In Ben Own (Instr. 4)
					(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
EMPLOYEE DIRECTOR STOCK OPTION (RIGHT TO BUY)	\$16.45	6/3/02		A	1000 ⁽³⁾		6/3/02	6/3/12	COMMON STOCK	1000		1050 ⁽⁴⁾	D	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$16.45	6/3/02		A	9371 ⁽³⁾		⁽⁵⁾	6/3/07	COMMON STOCK	9371		9839 ⁽⁴⁾	D	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$16.08	2/15/02		A	2840 ⁽³⁾		2/15/03	4/19/03	COMMON STOCK	2840		2982 ⁽⁶⁾	D	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$14.63	2/15/02		M	2000 ⁽⁸⁾		1/16/97	4/19/03	COMMON STOCK	2000		2373 ⁽⁷⁾	D	
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$12.87	2/15/02		M	1276 ⁽⁸⁾		7/15/96	4/19/03	COMMON STOCK	1276		0	D	

Explanation of Responses:

(1) Reflects additional shares acquired pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002.

(2) Reflects additional shares acquired by husband and wife pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002, shares allocated pursuant to a dividend reinvestment program, as well as shares acquired pursuant to an Employee Stock Purchase Plan.

(3) Options granted under the German American Bancorp 1999 Long-Term Equity Incentive Plan

(4) Reflects adjustment for additional shares issued pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002. The exercise price is adjusted also in connection with the five percent stock dividend to a price of \$15.67

(5) The option is exercisable in increments of the option granted of each of the first five anniversary dates of the Grant Date.

(6) Reflects adjustment for additional shares issued pursuant to a five percent stock dividend to shareholders of record November 30, 2002 and payable on December 15, 2002. The exercise price is adjusted also in connection with the five percent stock dividend to a price of \$15.31.

(7) Reflects adjustment for additional shares issued pursuant to a five percent stock dividend program. The exercise price is adjusted also in connection with the five percent stock dividends.

(8) The options that were exercised were granted under the German American Bancorp 1992 Long-Term Equity Plan.

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By: /s/ Mark A Schroeder

2/14/03

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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