

SYPRIS SOLUTIONS INC  
 Form 4/A  
 May 23, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**GILL ROBERT E**

(Last) (First) (Middle)  
 253 CANTON AVENUE EAST  
 (Street)

WINTER PARK, FL 32789

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SYPRIS SOLUTIONS INC [SYPR]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/13/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/23/2008**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Ch of Bd and 10% Owner

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)
				(A) or (D) Price			
Common Stock	05/13/2008		S	1,999,999.64	D (1) 771,967.472	I	By GFP I, LP (2)
Common Stock					500	I	By Wife
Common Stock					500	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**

SEC 1474 (9-02)

number.

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILL ROBERT E 253 CANTON AVENUE EAST WINTER PARK, FL 32789	X	X	Ch of Bd and 10% Owner	

## Signatures

Andrea Luescher by power of attorney on file with the Commission

05/23/2008

\_\_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).

In a cashless transaction, Robert E. Gill, the father of Jeffrey T. Gill, together with his wife, assigned a 30.53746% interest in GFP I, LP, a family limited partnership whose assets include a total of 3,274,666 shares of the common stock of Sypris Solutions, Inc., to Jeffrey T.

(1) Gill in exchange for his promissory notes totaling \$2,858,335.60. In a simultaneous cashless transaction, Robert E. Gill, the father of R. Scott Gill, together with his wife, assigned a 30.53746% interest in GFP I, LP to R. Scott Gill in exchange for his promissory notes totaling \$2,858,335.60.

(2) The reporting person and his wife are limited partners of GFP I, LP and own respectively, 11.33773% and 12.23620% of the total partnership interest in GFP I, LP.

### Remarks:

This amendment is being filed to correct a typographical error in column 2 and column 3.

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.