

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  
www.section16.net

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)			
<b>THOMPSON CHET L</b>			<b>GERMAN AMERICAN BANCORP GABC</b>				<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"/>			
<b>5 PLEASANT RIDGE DR</b>					<b>3/21/03</b>		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/>			
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		Other (specify below)			
<b>WASHINGTON, IN 47501</b>							<input checked="" type="checkbox"/> Form filed by One Reporting Person			
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							<input type="checkbox"/> Form filed by More than One Reporting Person
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 <sup>(1)</sup>		1576	D	\$20.00	13928.9568 <sup>(2)(3)</sup>	D	
Common Stock	3/21/03		J <sup>(1)</sup>		3591	D	\$20.00	3591	I	In Spouse's IRA
Common Stock								3363.2253 <sup>(4)</sup>	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)
				(A)	(D)	(A)	(D)	Date Exercisable		Expiration Date	Title				

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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