

FIRST CAPITAL INC
Form 4/A
November 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
THOMAS DENNIS

(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)
06/21/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
06/30/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

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					3,012	D	
Common Stock					332	I	By Stock Award ⁽¹⁾
Common Stock					519.732	I	By ESOP

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

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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. Amount or Number of Shares
Incentive Stock Option (right to buy) ⁽²⁾	\$ 8.56					01/12/2000 ⁽³⁾ 01/01/2008	Common Stock	388
Incentive Stock Option (right to buy)	\$ 11.5					01/12/2000 ⁽⁴⁾ 03/14/2009	Common Stock	775
Incentive Stock Option (right to buy)	\$ 10					02/14/2001 ⁽⁴⁾ 02/14/2010	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS DENNIS 220 FEDERAL DRIVE CORYDON, IN 47115			Senior Vice President	

Signatures

/s/ Thomas,
Dennis 10/31/2008

**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).
- (1) Stock Awards granted pursuant to the First Capital, Inc. 1999 Stock-Based Incentive Plan will vest in five equal annual installments commencing on February 15, 2003.
- (2) On June 30, 2004, the reporting person mistakenly filed a Form 4 reporting a grant of Stock Options that did not in fact occur. This amendment has been filed to restate the corrected holdings of First Capital, Inc. as of June 30, 2004.
- (3) Options were granted on January 12, 2000 and vest ratably over five years.
- (4) Options are fully vested and exercisable.

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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