

GERMAN AMERICAN BANCORP, INC.
 Form 5
 February 03, 2014

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LETT J DAVID

2. Issuer Name and Ticker or Trading Symbol
GERMAN AMERICAN BANCORP, INC. [GABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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

500 N LINE ST

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOGOOTE, IN 47553

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|--|--|---|
| | | | | (A) Amount | (D) | Price | | |
| Common Stock | 08/08/2013 | Â | S | 2,166 | D | \$ 27.0758 | 0 ⁽¹⁾ ⁽²⁾ ⁽³⁾ | By Mother |
| Common Stock | 11/15/2013 | Â | S | 2,400 | D | \$ 27.5 | 53,065 | Â |
| Common Stock | 11/15/2013 | Â | S | 100 | D | \$ 27.545 | 52,965 | Â |
| Common Stock | 11/15/2013 | Â | S | 1,600 | D | \$ 27.7 | 51,365 | Â |

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| | | | | | | | | | |
|--------------|------------|---|---|-----|---|-------------------|----------------------|---|-------------------|
| Common Stock | 11/15/2013 | Â | S | 500 | D | \$ 27.71 | 50,865 | D | Â |
| Common Stock | 11/15/2013 | Â | S | 400 | D | \$ 27.72 | 50,465 | D | Â |
| Common Stock | 12/16/2013 | Â | A | 351 | A | \$ ⁽⁴⁾ | 50,816 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,476 ⁽⁵⁾ | I | By Spouse |
| Common Stock | Â | Â | Â | Â | Â | Â | 886 | I | Joint with Spouse |

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

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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. of D Se O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LETT J DAVID 500 N LINE ST LOGOOTE, IN 47553 | Â | Â | Â | Â |

Signatures

/s/ J David Lett 01/29/2014
 **Signature of Date
 Reporting Person

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) As a result of the August 8, 2013 open market sale of GABC shares for the account of the Mary Lett Estate that is reported on this Form 5, the brokerage account holding shares for the account of Mr. Lett's mother's estate no longer held any shares of GABC. Mr. Lett cannot account specifically for the disposition of 5,172 other shares that Mr. Lett had previously reported on his Form 4 statements of beneficial ownership as being held in this brokerage account since 2006, but believes that these other shares were sold for the account of the Estate from time to time since inception of the brokerage account in 2006, when the brokerage account accepted transfer of a block of 34,340 shares of GABC.

(2) Even if all of such 5,172 shares were sold from such account throughout the period of time elapsing since 2006, none of such sales would have been matchable at any time with any non-exempt purchases made by Mr. Lett or others whose transactions are reportable by him under Section 16, for purposes of determining whether any short swing trading liability might have arisen from such sales under Section 16(b) of the Securities Exchange Act of 1934, as amended.

(3) This lack of any possible Section 16(b) liability can be demonstrated because Mr. Lett (and other persons whose transactions are reportable by him under Section 16(a)) at all times since 2006 has acquired beneficial ownership of GABC shares only in exempt transactions (A) under the GABC dividend reinvestment plan (through reinvestment of cash dividends) or (B) in transactions exempt under Rule 16b-3 (compensatory acquisitions as a result of Mr. Lett's service as a director of GABC during this time period). Therefore, there is no possibility of matching any such possible sales with a non-exempt purchase of GABC shares for the accounts of Mr. Lett or his related persons during this entire time period.

(4) Restricted Stock - Price not applicable

(5) Includes shares purchased pursuant to German American's dividend reinvestment plan

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