HOFFMAN WILLIAM R

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 02, 2005

FORM	5							OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB Number:	3235-0362			
Check this bo no longer sub		Wa	Washington, D.C. 20549					Expires:	January 31, 2005		
to Section 16. Form 4 or Form 5 obligations may continue See Instruction	rm ANNU		FATEMENT OF CHANGES IN BENEFIC OWNERSHIP OF SECURITIES				TICIAL	Estimated a burden hour response	verage		
1(b).	Filed pursungs Section 17(a)			Compan	у Ас	t of 19		1			
1. Name and Add HOFFMAN W	ress of Reporting Pe VILLIAM R	Symbol GERM	2. Issuer Name and Ticker or Trading Symbol GERMAN AMERICAN BANCORP [GABC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Mic	(Month/I	(Month/Day/Year)			X Director Officer (give low)		Owner r (specify			
5666 W 580 N	Ī	12/31/2	2004								
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
JASPER, IN	47546					_	C_Form Filed by C _Form Filed by M				
(City)	(State) (Zi	ip) Tab	ole I - Non-Deriva	ative Secui	rities .	Acquir	ed, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
COMMON STOCK	Â	Â	Â	Â	Â	Â	121,432 (1)	D	Â		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 number.

SEC 2270

(9-02)

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	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amour	nt of	Derivative
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Securit	ies	(Instr. 5)
		Derivative		•		Securities			(Instr. 3	3 and 4)	
		Security				Acquired			Ì		
		·				(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						, ,					
									4	Amount	
							Date	Expiration		or	
							Exercisable	Date		Number	
							of	of			
						(A) (D)				Shares	

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships						
·r·	Director	10% Owner	Officer	Other			
HOFFMAN WILLIAM R 5666 W 580 N JASPER, IN 47546	ÂX	Â	Â	Â			

Signatures

William R
Hoffman

**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) Column 5 includes 35,024 held by Mr. Hoffman's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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