

LANE JAMES G JR  
Form 5  
January 24, 2005

# 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 \*  
LANE JAMES G JR

2. Issuer Name and Ticker or Trading Symbol  
SYNALLOY CORP [synl]

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)  
12/31/2004

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Â

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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) | (A) or (D) | Price  | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--|--|-----------------------------------|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â      | 168,426  | D  | Â                                 |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â      | 26,984   | I  | IRA                               |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â      | 173,750  | I  | Spouse <sup>(1)</sup>             |
| Common Stock                    | 08/23/2004                           | Â  | S                              | 121   | D          | \$ 9.6 | 0  | I  | By 401(k) Plan                    |

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

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(9-02)

**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 or Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Option (Right to Buy)                      | \$ 4.65  | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (2) Â (2)  | Common Stock  | 1,500                                      |
| Option (Right to Buy)                      | Â  | Â                                    | Â  | Â                              | Â (A) Â (D)   | Â (3) Â (3)  | Common Stock  | 26,250                                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| LANE JAMES G JR                | Â X           | Â         | Â       | Â     |
| Â                              |               |           |         |       |

## Signatures

/s/ Cheryl C. Carter, Power of Attorney for James G. Lane, Jr.

01/24/2005

\_\_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) I expressly disclaim beneficial ownership of these securities and filing this report shall not be construed as an admission of my beneficial ownership thereof for purposes of Section 16 of the Securities Act, or otherwise.
- (2) Reporting person was granted 1500 options on 4/25/02 which expire 4/25/12 and are 100% exercisable upon grant.
- (3) Exercise price ranges from 7.75 to 15.125 and were granted between 4/30/97 and 4/29/1999. Options expire 10 years from date of grant. Options vested in equal installments of 20% beginning one year from date of grant. All options are currently 100% vested.

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