

SYPRIS SOLUTIONS INC
Form 4
June 13, 2007

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 *
SROKA ROBERT

(Last) (First) (Middle)

54 DISBROW LANE

(Street)

NEW ROCHELLE, NY 10804

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SYPRIS SOLUTIONS INC [SYPR]

3. Date of Earliest Transaction (Month/Day/Year)

06/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock | 06/12/2007 | | A | 785 | A (26) | 5,635 | D | |
| Common Stock | 06/12/2007 | | A | 287 | A (27) | 5,922 | D | |
| Common Stock | 06/12/2007 | | A | 449 | A (29) | 6,371 | D | |
| Common Stock | 06/12/2007 | | A | 543 | A (30) | 6,914 | D | |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 10.21 | 06/12/2007 | | D | | | 1,989 | 01/01/2003 | 12/31/2012 | Common Stock | 1,989 |
| Option (Right to Buy) | \$ 10.25 | 06/12/2007 | | D | | | 1,789 | 07/03/2000 | 07/02/2010 | Common Stock | 1,789 |
| Option (Right to Buy) | \$ 10.33 | 06/12/2007 | | D | | | 3,374 | 04/01/2005 | 03/31/2015 | Common Stock | 3,374 |
| Option (Right to Buy) | \$ 10.36 | 06/12/2007 | | D | | | 1,756 | 06/30/2003 | 06/29/2013 | Common Stock | 1,756 |
| Option (Right to Buy) | \$ 10.74 | 06/12/2007 | | D | | | 2,472 | 10/01/2005 | 09/30/2015 | Common Stock | 2,472 |
| Option (Right to Buy) | \$ 10.9 | 06/12/2007 | | D | | | 1,537 | 10/01/2002 | 09/30/2012 | Common Stock | 1,537 |
| Option (Right to Buy) | \$ 11.92 | 06/12/2007 | | D | | | 2,022 | 07/01/2005 | 06/30/2015 | Common Stock | 2,022 |
| Option (Right to Buy) | \$ 13.02 | 06/12/2007 | | D | | | 1,409 | 01/01/2002 | 12/31/2011 | Common Stock | 1,409 |
| Option (Right to Buy) | \$ 13.51 | 06/12/2007 | | D | | | 1,683 | 10/01/2004 | 09/30/2014 | Common Stock | 1,683 |
| Option (Right to Buy) | \$ 14 | 06/12/2007 | | D | | | 1,472 | 07/01/2004 | 06/30/2014 | Common Stock | 1,472 |

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Buy)

| | | | | | | | | |
|------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option (Right to Buy) | \$ 15.31 | 06/12/2007 | D | 2,148 | 01/01/2005 | 12/31/2014 | Common Stock | 2,148 |
| Option (Right to Buy) | \$ 15.6 | 06/12/2007 | D | 1,100 | 04/01/2002 | 03/31/2012 | Common Stock | 1,100 |
| Option (Right to Buy) | \$ 16.03 | 06/12/2007 | D | 1,267 | 07/01/2002 | 06/30/2012 | Common Stock | 1,267 |
| Option (Right to Buy) | \$ 16.1 | 06/12/2007 | D | 1,431 | 09/29/2003 | 09/28/2013 | Common Stock | 1,431 |
| Option (Right to Buy) | \$ 16.81 | 06/12/2007 | D | 1,731 | 01/01/2004 | 12/31/2013 | Common Stock | 1,731 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 2,205 | 05/14/2007 | 05/13/2011 | Common Stock | 2,205 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 1,430 | 05/14/2007 | 05/13/2011 | Common Stock | 1,430 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 4,312 | 05/14/2007 | 05/13/2011 | Common Stock | 4,312 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 2,010 | 05/14/2007 | 05/13/2011 | Common Stock | 2,010 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 3,181 | 05/14/2007 | 05/13/2011 | Common Stock | 3,181 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 1,595 | 05/14/2007 | 05/13/2011 | Common Stock | 1,595 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 2,452 | 05/14/2007 | 05/13/2011 | Common Stock | 2,452 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 1,165 | 05/14/2007 | 05/13/2011 | Common Stock | 1,165 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 1,824 | 05/14/2007 | 05/13/2011 | Common Stock | 1,824 |

| | | | | | | | | |
|--------------------------|--------|------------|---|-------|------------|------------|--------------|-------|
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 1,533 | 05/14/2007 | 05/13/2011 | Common Stock | 1,533 |
| Option (Right to Buy) | \$ 7.9 | 06/12/2007 | A | 949 | 05/14/2007 | 05/13/2011 | Common Stock | 949 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SROKA ROBERT 54 DISBROW LANE NEW ROCHELLE, NY 10804 | | X | | |

Signatures

Andrea J. Luescher by Power of Attorney on file with the Commission 06/13/2007

__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).
- (16) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on January 1, 2003 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 2,205 shares having an exercise price equal to \$7.90.
- (17) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on July 3, 2000 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,430 shares having an exercise price equal to \$7.90.
- (18) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on April 1, 2005 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 4,312 shares having an exercise price equal to \$7.90.
- (19) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on June 30, 2003 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 2,010 shares having an exercise price equal to \$7.90.
- (20) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on October 1, 2005 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 3,181 shares having an exercise price equal to \$7.90.
- (21) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on October 1, 2002 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,595 shares having an exercise price equal to \$7.90.
- (22) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on July 1, 2005 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 2,452 shares having an exercise price equal to \$7.90.
- (23) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on January 1, 2002 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,165 shares having an exercise price equal to \$7.90.
- (24)

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- On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on October 1, 2004 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,824 shares having an exercise price equal to \$7.90.
- (25) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on July 1, 2004 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,533 shares having an exercise price equal to \$7.90.
- (26) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on January 1, 2005 to the reporting person. In Exchange for this option grant the reporting person received 785 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- (27) On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on April 1, 2002 to the reporting person. In Exchange for this option grant the reporting person received 287 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- (28) On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on July 1, 2002 to the reporting person. In exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 949 shares having an exercise price equal to \$7.90.
- (29) On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on September 29, 2003 to the reporting person. In exchange for this option grant the reporting person received 449 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- (30) On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on January 1, 2004 to the reporting person. In exchange for this option grant the reporting person received 543 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.

Remarks:

Report is 2 of 3 for this filing.

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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