

SYPRIS SOLUTIONS INC
Form 4
March 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
COCKE JAMES G

(Last) (First) (Middle)
101 BULLITT LN., STE. 450
(Street)

LOUISVILLE, KY 40222

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYPRIS SOLUTIONS INC [SYPR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
VP and Pres/CEO of subsidiary

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 | (A) or (D) | Price |
| Common Stock | 03/15/2005 | | M | | 9,375 | A | \$ 5 9,888.056 |
| Common Stock | 03/15/2005 | | M | | 6,000 | A | \$ 6.25 15,888.056 |
| Common Stock | 03/15/2005 | | M | | 2,000 | A | \$ 8.25 17,888.056 |
| Common Stock | 03/15/2005 | | M | | 600 | A | \$ 8.25 18,488.056 |
| Common Stock | 03/15/2005 | | M | | 8,400 | A | \$ 8.27 26,880.056 |

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Common Stock 03/15/2005 S 26,375 D \$ 11.075 513.056 ⁽¹⁾ D

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

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SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 5 | 03/15/2005 | | M | 9,375 | 03/17/2004 03/16/2007 | Common Stock | 9,375 |
| Option (Right to Buy) | \$ 6.25 | 03/15/2005 | | M | 6,000 | 02/27/2005 02/26/2009 | Common Stock | 6,000 |
| Option (Right to Buy) | \$ 8.25 | 03/15/2005 | | M | 2,000 | 02/25/2005 02/24/2011 | Common Stock | 2,000 |
| Option (Right to Buy) | \$ 8.25 | 03/15/2005 | | M | 600 | 02/25/2005 02/24/2011 | Common Stock | 600 |
| Option (Right to Buy) | \$ 8.27 | 03/15/2005 | | M | 8,400 | 02/26/2005 02/26/2011 | Common Stock | 8,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| COCKE JAMES G 101 BULLITT LN., STE. 450 | | | | VP and Pres/CEO of subsidiary |

LOUISVILLE, KY 40222

Signatures

Carroll A. Dunvent by Power of Attorney on file with
Commission

03/16/2005

__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) Includes 265.201 shares purchased in the Sypris Solutions, Inc. Employee Stock Purchase Plan on January 31, 2005.

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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