

GERMAN AMERICAN BANCORP, INC.

Form 4

November 10, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHROEDER MARK A

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)
711 MAIN STREET, BOX 810
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2014

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

JASPER, IN 47546

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)	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)
Common Stock	11/03/2014		F	439 D	\$ 29.87 63,845	D	
Common Stock	11/03/2014		M	1,000 A	\$ 13.14 64,845	D	
Common Stock	11/03/2014		F	443 D	\$ 29.87 64,402	D	
Common Stock	11/03/2014		M	1,000 A	\$ 13.25 65,402	D	
Common Stock					23,765.8 ⁽¹⁾	I	Joint with Spouse

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.14	11/03/2014		M	1,000	06/01/2005 06/01/2015	Common Stock 1,000
Employee Stock Option (Right to Buy)	\$ 13.25	11/03/2014		M	1,000	06/01/2006 06/01/2016	Common Stock 1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHROEDER MARK A 711 MAIN STREET BOX 810 JASPER, IN 47546	CHAIRMAN, CEO

Signatures

/s/ Mark A Schroeder 11/10/2014

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 shares purchased pursuant to the Company's Employee Purchase Plan
- (2) Exercise of stock options. This is a late 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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