

SYPRIS SOLUTIONS INC
 Form 4
 March 16, 2005

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 *
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 _____ 10% Owner
 ____ Officer (give title below) 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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(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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