SYPRIS SOLUTIONS INC

Form 4 June 13, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ROBERTSON G DARRELL			2. Issuer Name and Ticker or Trading Symbol SYPRIS SOLUTIONS INC [SYPR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(check all applicable)		
101 BULLITT LN., STE. 450		450	(Month/Day/Year) 06/12/2007	Director 10% Owner Officer (give titleX Other (specify below) VP and Pres of subsidiary		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOUISVILLE,	KY 40222		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)				Beneficially (D) or I Owned Indirect (I) (Following (Instr. 4) (Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount		Price	(Instr. 3 and 4)		
Stock	06/12/2007		A	4,342	A	<u>(1)</u>	45,152.9656	D	
Common Stock	06/12/2007		F	1,346	D	\$ 8.27	43,806.9656	D	
Common Stock	06/12/2007		A	3,067	A	<u>(2)</u>	46,873.9656	D	
Common Stock	06/12/2007		F	951	D	\$ 8.27	45,922.9656	D	
Common Stock	06/12/2007		A	249	A	(3)	46,171.9656	D	

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Common Stock	06/12/2007	F	77	D	\$ 8.27	46,094.9656	D	
Common Stock	06/12/2007	A	1,469	A	<u>(4)</u>	47,563.9656	D	
Common Stock	06/12/2007	F	456	D	\$ 8.27	47,107.9656	D	
Common Stock	06/12/2007	A	626	A	<u>(5)</u>	47,733.9656	D	
Common Stock	06/12/2007	F	194	D	\$ 8.27	47,539.9656	D	
Common Stock	06/12/2007	A	1,213	A	<u>(6)</u>	48,752.9656	D	
Common Stock	06/12/2007	F	376	D	\$ 8.27	48,376.9656	D	
Common Stock						2,700	I	By Wife

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	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
Options (Right to Buy)	\$ 9.25	06/12/2007		D	40,000	<u>(7)</u>	02/27/2008	Common Stock	40,000
Options (Right to Buy)	\$ 11.92	06/12/2007		D	12,500	<u>(8)</u>	06/30/2011	Common Stock	12,500
Options (Right to Buy)	\$ 13.5	06/12/2007		D	1,700	<u>(9)</u>	02/25/2010	Common Stock	1,700

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Options (Right to Buy)	\$ 13.5	06/12/2007	D	10,000	(10)	02/25/2010	Common Stock	10,000
Options (Right to Buy)	\$ 16.03	06/12/2007	D	5,000	(11)	06/30/2010	Common Stock	5,000
Options (Right to Buy)	\$ 19.01	06/12/2007	D	7,500	(12)	02/23/2012	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROBERTSON G DARRELL 101 BULLITT LN., STE. 450 LOUISVILLE, KY 40222

VP and Pres of subsidiary

Signatures

Andrea J. Luescher by Power of Attorney filed with this submission

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).
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on February 28, 2000 to the reporting person. In exchange for this option grant the reporting person received 4,342 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock 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 3,067 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on February 26, 2002 to the reporting person. In exchange for this option grant the reporting person received 249 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on February 26, 2002 to the reporting person. In exchange for this option grant the reporting person received 1,469 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- 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 626 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on February 24, 2004 to the reporting person. In exchange for this option grant the reporting person received 1,213 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- (7) Canceled option provided for vesting in five equal installments beginning on February 28, 2002.
- (8) Canceled option provided for vesting in increments of 30%, 30%, and 40% on the third, fourth and fifth anniversary date, respectively, beginning on July 1, 2008. On December 31, 2005, by action of the Board of Directors, option was accelerated to immediately vest.

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- (9) Canceled option provided for vesting in five equal installments beginning on February 26, 2004. On March 11, 2005, by action of the Board of Directors, option was accelerated to immediately vest.
- (10) Canceled option provided for vesting in five equal installments beginning on February 26, 2004. On March 11, 2005, by action of the Board of Directors, option was accelerated to immediately vest.
- (11) Canceled option provided for vesting in five equal installments beginning on July 1, 2004. On March 11, 2005, by action of the Board of Directors, option was accelerated to immediately vest.
- (12) Canceled option provided for vesting in five equal installments beginning on February 24, 2006. On March 11, 2005, by action of the Board of Directors, option was accelerated to immediately vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.