SYPRIS SOLUTIONS INC

Form 4

February 22, 2008

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GILL R SCOTT**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SYPRIS SOLUTIONS INC [SYPR]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

_X__ Director

10% Owner

161 EAST CHICAGO AVENUE

(Street)

(State)

(Month/Day/Year) 01/24/2008

Officer (give title below)

Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

D

Filed(Month/Day/Year)

Form filed by More than One Reporting Person

CHICAGO, IL 60611

(City)

Stock

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						- 1	, - <u>-</u>		,
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial	
(Ilisti. 3)		(Month/Day/Year)	(Instr. 8)	(IIIsti. 3, 4 and	u 3)		Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/24/2008		G	6,703.241	A	\$ 0	149,273.684	I	By GFP I, LP (1)
Common							2 252 705	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GILL R SCOTT							
161 EAST CHICAGO AVENUE	X	X					
CHICAGO, IL 60611							

Signatures

Andrea J. Luescher by Power of Attorney on file with the Commission

02/22/2008

**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).
- Gifts reported herein are limited partnership interests of GFP I, LP, a DE limited partnership. The reporting person, is a limited partner of GFP I, LP, a director and 50% shareholder of Gill Family Capital Management, Inc. the general partner of GFP I, LP.

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.

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