

UHL GERALD L
Form 4
April 29, 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 *

UHL GERALD L

(Last) (First) (Middle)

220 FEDERAL DRIVE

(Street)

CORYDON, IN 47115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIRST CAPITAL INC [(FCAP)]

3. Date of Earliest Transaction

(Month/Day/Year)

04/28/2005

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/28/2005		P	275 A \$ 19.65	1,175	I	By IRA
Common Stock	04/28/2005		P	330 A \$ 19.65	11,306	I	By Spouse IRA
Common Stock					18,225	D	
Common Stock					2,312	I	By Spouse
Common Stock					407.108	I	By Spouse ESOP

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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)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.8					07/09/1998 ⁽¹⁾ 07/31/2008	Common Stock	51
Incentive Stock Option (right to buy)	\$ 11					02/14/2001 ⁽²⁾ 02/14/2010	Common Stock	560
Incentive Stock Option (right to buy)	\$ 11					02/14/2001 ⁽²⁾ 02/14/2010	Common Stock	300
Incentive Stock Option (right-to-buy)	\$ 23					06/21/2004 ⁽³⁾ 06/21/2004	Common Stock	750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UHL GERALD L 220 FEDERAL DRIVE CORYDON, IN 47115	X			

Signatures

By: Samuel E. Uhl, Power of
Attorney

04/28/2005

__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) Options are fully vested and exercisable as of July 9, 1998.
- (2) Options will become fully vested and exercisable on February 14, 2005.
- (3) Incentive Stock Option granted pursuant to the First Capital, Inc. 1999 Stock-Based Incentive Plan vest in five annual installments commencing on June 21, 2005.

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.