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THIRD CENTURY BANCORP

Form 4 July 26, 2005

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

3235-0287 Number: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16.

2005 Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

Form 4 or

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

Expires:

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Issuer

Smith Robert Graham

Symbol

(Check all applicable)

THIRD CENTURY BANCORP [TDCB]

> Director 10% Owner

5. Relationship of Reporting Person(s) to

(Month/Day/Year)

(Middle)

(Zip)

(Month/Day/Year)

07/20/2005

__X__ Other (specify Officer (give title below) below) Dir. Emeritus of Subsidiary

80 EAST JEFFERSON STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

FRANKLIN, INDIANA 46131

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A)

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock.

without par

07/20/2005

 $A^{(1)}$ 3,306 \$0 3,506 Α

D

value

Common Stock, without par

value

By 500 I Spouse's **IRA**

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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. Transactic 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
Stock Option (Right to Buy) (2)	\$ 13.1	07/20/2005		A	8,266	07/20/2005	07/20/2015	Common Stock, without par value	8,266

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Robert Graham

80 EAST JEFFERSON STREET

FRANKLIN, INDIANA 46131

Dir. Emeritus of Subsidiary

Signatures

Robert D. Heuchan, Attorney-in-Fact for Robert G. Smith

07/25/2005

**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) These shares were acquired by the Reporting Person pursuant to the Mutual Savings Bank Recognition and Retention Plan and Trust which meets the requirements of 17 C.F.R. 240.16b-3.
- (2) These options were granted to the Reporting Person pursuant to the Third Century Bancorp Stock Option Plan which meets the requirements of 17 C.F.R. 240.16b-3.

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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