

THIRD CENTURY BANCORP  
Form 4  
July 26, 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 \*  
Coffey David A

2. Issuer Name and Ticker or Trading Symbol  
THIRD CENTURY BANCORP [TDCB]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
80 EAST JEFFERSON STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/20/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec. VP & COO

FRANKLIN, INDIANA 46131  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)  | Price   |  |                                   |   |                |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |                |
| Common Stock, without par value | 07/20/2005                           |  | A <sup>(1)</sup>               | 16,531  | A   | \$ 0   | 34,249                            | D |                |
| Common Stock, without par value |                                      |  |                                |   |   |  | 8,088 <sup>(2)</sup>              | I | By 401(k) Plan |
| Common Stock, without par value |                                      |  |                                |   |   |  | 386 <sup>(2)</sup>                | I | By 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) <sup>(3)</sup> | \$ 13.1  | 07/20/2005                           |  | A                              | 19,837  | 07/20/2005 07/20/2015                                    | Common Stock, without par value                               | 19,837                     |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Coffey David A<br>80 EAST JEFFERSON STREET<br>FRANKLIN, INDIANA 46131 | X             |           | Exec. VP & COO |       |

**Signatures**

Robert D. Heuchan, Attorney-in-Fact for David A. Coffey 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) Includes amounts as of December 31, 2004.
- (3) 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.

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