

THOMAS DENNIS
Form 4
February 18, 2009

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 *
THOMAS DENNIS

2. Issuer Name and Ticker or Trading Symbol
FIRST CAPITAL INC [(FCAP)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
220 FEDERAL DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

CORYDON, IN 47115

(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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/17/2009		M	852 A \$ 11.5	4,957 ⁽¹⁾ ⁽²⁾	D	
Common Stock					1,449 ⁽²⁾ ⁽³⁾	I	By ESOP

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

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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. 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)	\$ 11.5 ⁽⁴⁾	02/17/2009		M	852 ⁽⁴⁾	01/12/2000 ⁽⁵⁾ 03/14/2009	Common Stock	852
Incentive Stock Option (right to buy)	\$ 10 ⁽⁶⁾					02/14/2001 ⁽⁵⁾ 02/14/2010	Common Stock	3,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS DENNIS 220 FEDERAL DRIVE CORYDON, IN 47115			Senior Vice President	

Signatures

/s/ Thomas,
Dennis

02/18/2009

**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) Since the reporting person's last report shares previously held through Stock Award have vested and are now owned directly.
- (2) This form reflects an increase in beneficial ownership due to a 10% dividend issued by First Capital, Inc. on August 8, 2006.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions under an ESOP pursuant to Rule 16b-3(c).

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- (4) This option was previously reported as covering 775 shares at an exercise price of \$12.65, but was adjusted to reflect the 10% dividend issued on August 8, 2006.
- (5) Options are fully vested and exercisable.
- (6) This option was previously reported as covering 3,000 shares at an exercise price of \$11.00, but was adjusted to reflect the 10% dividend issued on August 8, 2006.

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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