

Bancorp, Inc.

Form 3

February 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

STEIN STEVEN N

(Last) (First) (Middle)

441 VINE STREET, SUITE 507

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/23/2004

3. Issuer Name and Ticker or Trading Symbol
Bancorp, Inc. [TBBK]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. 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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

28,750

D

A

Common Stock

51,017

I

By Financial Stocks, Inc. ⁽¹⁾

Common Stock

306,331

I

By Financial Stocks Private Equity Fund 1998, L.P. ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	14,335	\$ (3)	I	By Financial Stocks, Inc. (1)
Series A Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	72,454	\$ (3)	I	By Financial Stocks Private Equity Fund 1998, L.P. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN STEVEN N 441 VINE STREET, SUITE 507 CINCINNATI, OH 45202	Â X	Â	Â	Â

Signatures

Steven Stein 01/25/2005

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The reporting person is the Chairman of the Board and Chief Executive Officer of Financial Stocks, Inc.
- (2) The reporting person is the Chairman of the Board and Chief Executive Officer of Financial Stocks, Inc., which serves as the general partner of Financial Stocks Private Equity Fund 1998, L.P.
- (3) Series A preferred stock is immediately convertible into common stock on a 1-for-1 basis.

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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