

MULTI COLOR CORP

Form 4

February 10, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERTSCHE DAWN H

(Last) (First) (Middle)

**C/O MULTI-COLOR CORP., 425
WALNUT STREET, SUITE 1300**

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MULTI COLOR CORP [LABL]

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

02/08/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/08/2005		M		22,500	A	\$ 2.89	80,769	D
Common Stock	02/08/2005		M		16,875	A	\$ 4.89	97,644	D
Common Stock	02/08/2005		M		7,500	A	\$ 10.4	105,144	D
Common Stock	02/08/2005		M		7,500	A	\$ 11.33	112,644	D
Common Stock	02/08/2005		F		32,588	D	\$ 19.22	80,056	D

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Common Stock 6,638 I in 401(K) plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
option to purchase	\$ 2.89	02/08/2005		M	22,500	04/20/2003 04/20/2010	common stock 22,500
option to purchase	\$ 4.89	02/08/2005		M	16,875	04/19/2004 04/19/2011	common stock 16,875
option to purchase	\$ 10.4	02/08/2005		M	7,500	04/18/2004 04/18/2012	common stock 7,500
option to purchase	\$ 11.33	02/08/2005		M	7,500	04/17/2004 04/17/2013	common stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERTSCHE DAWN H C/O MULTI-COLOR CORP. 425 WALNUT STREET, SUITE 1300 CINCINNATI, OH 45202	CFO

Signatures

Dawn Bertsche by Monica Sculimbrene (Power of Attorney on file) 02/09/2005

__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) Granted pursuant to 1999 Long-term Incentive Plan of Multi-Color Corporation

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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