

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â STEIN STEVEN N | | (Month/Day/Year) | Bancorp, Inc. [TBBK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 441 VINE STREET, SUITE 507 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CINCINNATI, OH 45202 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | Â |
| 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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.