

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <b>FERKO WILLIAM G</b>  (Last) (First) (Middle) <b>10350 ORMSBY PARK PLACE, SUITE 601</b>  (Street) <b>LOUISVILLE KY 40223</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SYPRIS SOLUTIONS INC [ SYPR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/12/2007</b>	
		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 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	06/12/2007		A		1,667	A	(1)	7,153	D	
Common Stock	06/12/2007		A		1,392	A	(2)	8,545	D	
Common Stock	06/12/2007		A		1,765	A	(3)	10,310	D	
Common Stock	06/12/2007		A		1,239	A	(4)	11,549	D	
Common Stock	06/12/2007		A		2,860	A	(5)	14,409	D	
Common Stock	06/12/2007		A		691	A	(6)	15,100	D	
Common Stock	06/12/2007		A		1,070	A	(7)	16,170	D	
Common Stock	06/12/2007		A		998	A	(8)	17,168	D	
Common Stock	06/12/2007		A		1,093	A	(9)	18,261	D	
Common Stock	06/12/2007		A		3,655	A	(10)	21,916	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	\$8.35	06/12/2007		D			3,194	10/01/2006	09/30/2016	Common Stock	3,194	(1)	0	D	
Option (Right to Buy)	\$9.43	06/12/2007		D			2,830	04/01/2006	03/31/2016	Common Stock	2,830	(2)	0	D	
Option (Right to Buy)	\$9.45	06/12/2007		D			3,559	07/01/2006	06/30/2016	Common Stock	3,559	(3)	0	D	
Option (Right to Buy)	\$9.98	06/12/2007		D			2,599	12/31/2005	12/30/2015	Common Stock	2,599	(4)	0	D	
Option (Right to Buy)	\$9.98	06/12/2007		D			6,000	12/31/2005	12/30/2015	Common Stock	6,000	(5)	0	D	
Option (Right to Buy)	\$10.01	06/12/2007		D			1,500	04/26/2005	04/25/2015	Common Stock	1,500	(6)	0	D	
Option (Right to Buy)	\$10.33	06/12/2007		D			2,362	04/01/2005	03/31/2015	Common Stock	2,362	(7)	0	D	

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(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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy)	\$10.74	06/12/2007		D			2,189	10/01/2005	09/30/2015	Common Stock	2,189	(8)	0	D	
Option (Right to Buy)	\$11.92	06/12/2007		D			2,543	07/01/2005	06/30/2015	Common Stock	2,543	(9)	0	D	
Option (Right to Buy)	\$15.31	06/12/2007		D			10,000	01/01/2005	12/31/2014	Common Stock	10,000	(10)	0	D	

**Explanation of Responses:**

- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on October 1, 2006 to the reporting person. In exchange for this option grant the reporting person received 1,667 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on April 1, 2006 to the reporting person. In exchange for this option grant the reporting person received 1,392 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on July 1, 2006 to the reporting person. In exchange for this option grant the reporting person received 1,765 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on December 31, 2005 to the reporting person. In exchange for this option grant the reporting person received 1,239 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on December 31, 2005 to the reporting person. In exchange for this option grant the reporting person received 2,860 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on April 26, 2005 to the reporting person. In exchange for this option grant the reporting person received 691 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on April 1, 2005 to the reporting person. In exchange for this option grant the reporting person received 1,070 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on October 1, 2005 to the reporting person. In exchange for this option grant the reporting person received 998 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on July 1, 2005 to the reporting person. In exchange for this option grant the reporting person received 1,093 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
- On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on January 1, 2005 to the reporting person. In exchange for this option grant the reporting person received 3,655 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.

Andrea J. Luescher by Power  
of Attorney on file with the  
Commission      06/14/2007

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**