

**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
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1. Name and Address of Reporting Person * <u>SROKA ROBERT</u> _____ (Last) (First) (Middle) <u>54 DISBROW LANE</u> _____ (Street) <u>NEW ROCHELLE NY 10804</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>SYPRIS SOLUTIONS INC [ SYPR ]</u>			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) <u>06/12/2007</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	06/12/2007		A		785	A	(26)	5,635	D	
Common Stock	06/12/2007		A		287	A	(27)	5,922	D	
Common Stock	06/12/2007		A		449	A	(29)	6,371	D	
Common Stock	06/12/2007		A		543	A	(30)	6,914	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
Option (Right to Buy)	\$10.21	06/12/2007		D		1,989		01/01/2003	12/31/2012	Common Stock	1,989	(16)	0	D	
Option (Right to Buy)	\$10.25	06/12/2007		D		1,789		07/03/2000	07/02/2010	Common Stock	1,789	(17)	0	D	
Option (Right to Buy)	\$10.33	06/12/2007		D		3,374		04/01/2005	03/31/2015	Common Stock	3,374	(18)	0	D	
Option (Right to Buy)	\$10.36	06/12/2007		D		1,756		06/30/2003	06/29/2013	Common Stock	1,756	(19)	0	D	
Option (Right to Buy)	\$10.74	06/12/2007		D		2,472		10/01/2005	09/30/2015	Common Stock	2,472	(20)	0	D	
Option (Right to Buy)	\$10.9	06/12/2007		D		1,537		10/01/2002	09/30/2012	Common Stock	1,537	(21)	0	D	
Option (Right to Buy)	\$11.92	06/12/2007		D		2,022		07/01/2005	06/30/2015	Common Stock	2,022	(22)	0	D	
Option (Right to Buy)	\$13.02	06/12/2007		D		1,409		01/01/2002	12/31/2011	Common Stock	1,409	(23)	0	D	
Option (Right to Buy)	\$13.51	06/12/2007		D		1,683		10/01/2004	09/30/2014	Common Stock	1,683	(24)	0	D	
Option (Right to Buy)	\$14	06/12/2007		D		1,472		07/01/2004	06/30/2014	Common Stock	1,472	(25)	0	D	
Option (Right to Buy)	\$15.31	06/12/2007		D		2,148		01/01/2005	12/31/2014	Common Stock	2,148	(26)	0	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)	\$15.6	06/12/2007		D		1,100		04/01/2002	03/31/2012	Common Stock	1,100	(27)	0	D	
Option (Right to Buy)	\$16.03	06/12/2007		D		1,267		07/01/2002	06/30/2012	Common Stock	1,267	(28)	0	D	
Option (Right to Buy)	\$16.1	06/12/2007		D		1,431		09/29/2003	09/28/2013	Common Stock	1,431	(29)	0	D	
Option (Right to Buy)	\$16.81	06/12/2007		D		1,731		01/01/2004	12/31/2013	Common Stock	1,731	(30)	0	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		2,205		05/14/2007	05/13/2011	Common Stock	2,205	(16)	2,205	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		1,430		05/14/2007	05/13/2011	Common Stock	1,430	(17)	1,430	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		4,312		05/14/2007	05/13/2011	Common Stock	4,312	(18)	4,312	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		2,010		05/14/2007	05/13/2011	Common Stock	2,010	(19)	2,010	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		3,181		05/14/2007	05/13/2011	Common Stock	3,181	(20)	3,181	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		1,595		05/14/2007	05/13/2011	Common Stock	1,595	(21)	1,595	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		2,452		05/14/2007	05/13/2011	Common Stock	2,452	(22)	2,452	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		1,165		05/14/2007	05/13/2011	Common Stock	1,165	(23)	1,165	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		1,824		05/14/2007	05/13/2011	Common Stock	1,824	(24)	1,824	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		1,533		05/14/2007	05/13/2011	Common Stock	1,533	(25)	1,533	D	
Option (Right to Buy)	\$7.9	06/12/2007		A		949		05/14/2007	05/13/2011	Common Stock	949	(28)	949	D	

**Explanation of Responses:**

16. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on January 1, 2003 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 2,205 shares having an exercise price equal to \$7.90.
17. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on July 3, 2000 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,430 shares having an exercise price equal to \$7.90.
18. On June 12, 2007, the issuer canceled, pursuant to the 2007 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 a replacement option (reported herein), on June 12, 2007 for 4,312 shares having an exercise price equal to \$7.90.
19. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on June 30, 2003 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 2,010 shares having an exercise price equal to \$7.90.
20. On June 12, 2007, the issuer canceled, pursuant to the 2007 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 a replacement option (reported herein), on June 12, 2007 for 3,181 shares having an exercise price equal to \$7.90.
21. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on October 1, 2002 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,595 shares having an exercise price equal to \$7.90.
22. On June 12, 2007, the issuer canceled, pursuant to the 2007 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 a replacement option (reported herein), on June 12, 2007 for 2,452 shares having an exercise price equal to \$7.90.
23. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on January 1, 2002 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,165 shares having an exercise price equal to \$7.90.
24. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on October 1, 2004 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,824 shares having an exercise price equal to \$7.90.
25. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on July 1, 2004 to the reporting person. In Exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 1,533 shares having an exercise price equal to \$7.90.
26. On June 12, 2007, the issuer canceled, pursuant to the 2007 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 785 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
27. On June 12, 2007, the issuer canceled, pursuant to the 2007 Option Exchange Program, an option grant awarded on April 1, 2002 to the reporting person. In Exchange for this option grant the reporting person received 287 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
28. On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on July 1, 2002 to the reporting person. In exchange for this option grant the reporting person received a replacement option (reported herein), on June 12, 2007 for 949 shares having an exercise price equal to \$7.90.
29. On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on September 29, 2003 to the reporting person. In exchange for this option grant the reporting person received 449 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.
30. On June 12, 2007, the issuer canceled, pursuant to the 2007 Stock Option Exchange Program, an option grant awarded on January 1, 2004 to the reporting person. In exchange for this option grant the reporting person received 543 shares of common stock, valued at the FMV on the date of the commencement of the Offer, May 14, 2007.

**Remarks:**

Report is 2 of 3 for this filing.

Andrea J. Luescher by Power  
of Attorney on file with the  
Commission

06/13/2007

\*\* 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.

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