

MULTI COLOR CORP
Form 4
February 10, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERACE FRANCIS D

(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
 Officer (give title below) Other (specify below)
President/CEO

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/08/2005		M		45,000 A \$ 2.89	223,882	D
Common Stock	02/08/2005		M		22,500 A \$ 4.89	246,382	D
Common Stock	02/08/2005		M		11,250 A \$ 10.4	257,632	D
Common Stock	02/08/2005		M		7,500 A \$ 11.33	265,132	D
Common Stock	02/08/2005		F		50,390 D \$ 19.22	214,742	D

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Common Stock 10,110 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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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	45,000	04/20/2003 04/20/2010	common stock 45,000
option to purchase	\$ 4.89	02/08/2005		M	22,500	04/19/2004 04/20/2011	common stock 22,500
option to purchase	\$ 10.4	02/08/2005		M	11,250	04/18/2004 04/18/2012	common stock 11,250
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
GERACE FRANCIS D C/O MULTI-COLOR CORP. 425 WALNUT STREET, SUITE 1300 CINCINNATI, OH 45202	X		President/CEO	

Signatures

Francis D. Gerace 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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