

LANHAM KELLY L  
Form 4  
October 19, 2004

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LANHAM KELLY L

2. Issuer Name and Ticker or Trading Symbol  
NATIONAL PROCESSING INC  
[NAP]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
1231 DURRETT LANE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/08/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Accounting Officer

LOUISVILLE, KY 40213

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	10/08/2004		J(1)		2,025	D	26.6 (1)
Restricted Stock	10/15/2004		J(1)		5,000	D	26.6 (1)

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

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(9-02)

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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)	Amount or Number of Shares
Options (Right to Buy)	\$ 25.51	10/15/2004		J <sup>(1)</sup>	15,000	05/15/2002 05/17/2011	Common Stock	15,000
Options (Rights to Buy)	\$ 22.45	10/15/2004		J <sup>(1)</sup>	385	04/21/2004 12/09/2009	Common Stock	385
Options (Rights to Buy)	\$ 22.45	10/15/2004		J <sup>(1)</sup>	545	04/21/2004 05/05/2010	Common Stock	545
Options (Rights to Buy)	\$ 27.92	10/15/2004		J <sup>(2)</sup>	15,000	05/09/2003 05/09/2012	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANHAM KELLY L 1231 DURRETT LANE LOUISVILLE, KY 40213			Chief Accounting Officer	

## Signatures

By: Kelly L. Lanham by Carlton E. Langer,  
Attorney-in-Fact

10/19/2004

\_\_\_\_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) These securities were disposed of pursuant to the Agreement and Plan of Merger dated as of July 12, 2004 by and among Bank of America Corporation, Monarch Acquisition, Inc. and National Processing, Inc. The merger was consummated on October 15, 2004.

(2) These securities were cancelled pursuant to the Agreement and Plan of Merger dated as of July 12, 2004 by and among Bank of America Corporation, Monarch Acquisition, Inc. and National Processing, Inc. The merger was consummated on October 15, 2004.

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