MULTI COLOR CORP

Form 4

August 05, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Expires: 2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

	ddress of Reporting FORRENCE T	Symbol	r Name and COLOR				5. Relationship of Issuer	Reporting Pers	
	(First) (N I-COLOR CORP. STREET, SUITE	(Month/E ., 425 08/03/2	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2005				_X_ Director Officer (give below)	10%	Owner er (specify
	(Street) TI, OH 45202	Filed(Mon	endment, Da nth/Day/Year	Č			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N Person	-	rson
(City)	(State)	(Zip) Tabl	le I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D) Price	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)
Common Stock	08/03/2005		S V	40,000	D	\$ 26.4	248,792	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Derivative	Deriv
Security	Secu
(Instr. 5)	Bene
	Own
	Follo
	Repo
	Trans
	(Instr
	,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KELLAR LORRENCE T

C/O MULTI-COLOR CORP.

425 WALNUT STREET, SUITE 1300

CINCINNATI, OH 45202

Signatures

Lorrence T. Kellar by Monica M. Sculimbrene (Power of Attorney on file)

08/05/2005 Date

**Signature of Reporting Person

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).

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.

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