



DIVISION OF  
CORPORATION FINANCE

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

July 29, 2010

*Via U.S. Mail and Facsimile*

Mark A. Schroeder  
Chairman and Chief Executive Officer  
German American Bancorp, Inc.  
711 Main Street, Box 810  
Jasper, IN 47546

**Re: German American Bancorp, Inc.**  
**Form 10-K for Fiscal Year Ended December 31, 2009**  
**Filed March 10, 2010**  
**File No. 001-15877**

Dear Mr. Schroeder:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Kathryn McHale  
Staff Attorney