

BAUER MICHAEL A
Form 5
February 15, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BAUER MICHAEL A

(Last) (First) (Middle)

3551 7TH STREET, SUITE 100

(Street)

2. Issuer Name and Ticker or Trading Symbol
QCR HOLDINGS INC [QCRH]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, QCR Holdings

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

6. Individual or Joint/Group Reporting

(check applicable line)

MOLINE, IL 61265

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------------|--|--|---|
| | | | | Amount | (A) or (D) Price | | | |
| Common Stock | 12/31/2004 | Â | P ⁽¹⁾ | 62 | A \$ 20.85 | 31,022.88 | D | Â |
| Common Stock | 12/31/2004 | Â | P | 86.57 | A \$ 20.85 | 31,109.45 | D | Â |
| Common Stock | 12/31/2004 | Â | J | 274.79 | D \$ 20.85 | 7,188.81 | I | by Managed Account ⁽²⁾ |
| | 12/31/2004 | Â | P | 6.86 | A | 3,392.15 | I | by Son |

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| | | | | | | | | | |
|--------------|------------|---|---|--------|---|----------|----------|---|--------------|
| Common Stock | | | | | | \$ 20.85 | | | |
| Common Stock | 12/31/2004 | Â | P | 0.08 | A | \$ 20.85 | 18.16 | I | by Spouse |
| Common Stock | 12/31/2004 | Â | P | 309.98 | A | \$ 20.85 | 8,338.58 | I | by Trust (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 6,862 | I | by IRA |

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

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SEC 2270 (9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 9.11 | 12/31/2004 | Â | M | Â 5,250 | Â (4) 06/30/2007 | Common Stock 5,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAUER MICHAEL A 3551 7TH STREET SUITE 100 MOLINE, IL 61265 | Â X | Â | Â Chairman, QCR Holdings | Â |

Signatures

By: Rick J. Jennings For: Michael A. Bauer
Date: 02/15/2005

__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) Aquisition pursuant to Employee Stock Purchase Plan - exempt.

(2) Indirect beneficial ownership by 401 (k) plan.

(3) Indirect beneficial ownership by QCHI Deferred Income Trust.

(4) These options are exercisable in annual increments of 20% each, with the first 20% vesting on the first anniversary of the option grant.

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