

HOWELL CHARLES F
Form 5
January 25, 2005

FORM 5

**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).
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 *
HOWELL CHARLES F

2. Issuer Name and Ticker or Trading Symbol
PATRIOT NATIONAL BANCORP INC [PNBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
President

C/O PATRIOT NATIONAL BANK, 900 BEDFORD STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

STAMFORD, CT 06901

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) (A) or (D) Price	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 Ownership (Instr. 4)
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year)		(Instr. 3, 4, and 5)	(Instr. 3 and 4)			
				Acquired (A)	or Disposed of (D)			Date Exercisable	Expiration Date	Title
Restricted Share Rights	\$ 0	12/31/2000	Â	A	6,779	Â	Â (1)	12/31/2004	Common Stock	
Restricted Share Rights	\$ 0	12/31/2001	Â	A	5,797	Â	Â (1)	12/31/2005	Common Stock	
Restricted Share Rights	\$ 0	12/31/2002	Â	A	5,187	Â	Â (1)	12/31/2006	Common Stock	
Restricted Share Rights	\$ 0	12/31/2003	Â	A	4,537	Â	Â (1)	12/31/2007	Common Stock	
Stock Appreciation Rights	\$ 7.08	12/31/2000	Â	A	10,000	Â	12/31/2004	12/31/2010	Common Stock	1
Stock Appreciation Rights	\$ 8.28	12/31/2001	Â	A	10,000	Â	12/31/2002	12/31/2011	Common Stock	1
Stock Appreciation Rights	\$ 9.84	12/31/2002	Â	A	10,000	Â	12/31/2003	12/31/2012	Common Stock	1
Stock Appreciation Rights	\$ 11.9	12/31/2003	Â	A	10,000	Â	12/31/2004	12/31/2013	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWELL CHARLES F C/O PATRIOT NATIONAL BANK 900 BEDFORD STREET STAMFORD, CT 06901	Â X	Â	Â President	Â

Signatures

/s/ Charles F. Howell
01/19/2005

**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).

No Restricted Shares were available for grant under restricted stock program at 12/31/00 - 03. Of the 6,779 restricted share rights granted 12/31/00, 1,694 vested and were exchanged for cash on each of 12/31/01, 12/31/02 and 12/31/03, and 1,695 vested and were paid in cash 12/31/04. Of the 5,797 restricted share rights granted 12/31/01, 1,449 vested and were exchanged for cash on each of 12/31/02, 12/31/03

(1) and 12/31/04, and 1,450 will vest on 12/31/05. Of the 5,182 restricted shares rights granted 12/31/02, 1,251 vested and were exchanged for cash on each of 12/31/03 and 12/31/04 and 1,385 will vest on 12/31/05 and 1,295 will vest 12/31/06. Of the 4,537 restricted share rights granted on 12/31/03, 1,134 vested and were exchanged for cash on 12/31/04 and 1,154 will vest on each of 12/31/05, 12/31/06 and 12/31/07

(2) All awards were made for services rendered.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.