

FISHBURN SIBYL N
 Form 5
 February 10, 2003

FORM 5

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
 OMB Number:
 3235-0362
 Expires:
 January 31,
 2005

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

ANNUAL STATEMENT OF CHANGES
 IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Estimated average burden hours per response...1.0

£ Form 3 Holdings Reported

0

£ Form 4 Transactions Reported

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)										
Fishburn Sibyl N.			Synalloy Corporation SYNC			<table border="1"> <tr> <td><input checked="" type="checkbox"/></td> <td>Director</td> <td><input type="checkbox"/></td> <td>10% Own</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Officer (give title below)</td> <td><input type="checkbox"/></td> <td>Other (specify below)</td> </tr> </table>			<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	10% Own	<input type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)
<input checked="" type="checkbox"/>	Director	<input type="checkbox"/>	10% Own													
<input type="checkbox"/>	Officer (give title below)	<input type="checkbox"/>	Other (specify below)													
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Year			7. Individual or Joint/Group Filing (Check Applicable Line)							
3542 Peakwood Drive, SW						December 2002										
(Street)						5. If Amendment, Date of Original (Month/Year)			<table border="1"> <tr> <td><input checked="" type="checkbox"/></td> <td>Form filed by One Reporting Person</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>			<input checked="" type="checkbox"/>	Form filed by One Reporting Person	<input type="checkbox"/>	Form filed by More than One Reporting Person	
<input checked="" type="checkbox"/>	Form filed by One Reporting Person															
<input type="checkbox"/>	Form filed by More than One Reporting Person															
Roanoke, VA 24014						January 6, 2003										
(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)		3. Transaction Code (Instr.8)		4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially		6. Ownership	7. Nature of				
											Form:Indirect	Indirect				

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			(Instr. 3, 4 and 5)			Owned at End of Month (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Beneficial Owners (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock						53,928	D	
Common Stock						7,065	I	*Spouse
Common Stock						8,000	I	Irrevocable Trust
Common Stock	12/7/02	J	5,000	D		14,000	I	*By Trust (1)

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

FORM 5 (continued)		Table II - Derivative Securities Acquired, Disposed (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)	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)	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1994 Non-Employee Directors Stock	\$4.65	4/25/02	A	1,500		4/25/02	4/25/2012	Common Stock	1,500

Option Plan									

Explanation of Responses:

*I expressly disclaim beneficial ownership of these securities and filing this report shall not be construed as an admission of my beneficial ownership thereof for purposes of Section 16 of the Securities Act, or otherwise.
(1) These shares are held in a trust for the benefit of the reporting person's children. The reporting person's husband is trustee. This automatic distribution is pursuant to the terms of the Trust Agreement.

Cheryl C. Carter

February 10,
2003



**Signature of Reporting
Person

Date

/s/ Cheryl C. Carter, Power of
Attorney
for Sibyl N. Fishburn

** 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.