

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 <b>and</b> 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></td> <td>10% Own</td> </tr> <tr> <td></td> <td>Officer (give title below)</td> <td></td> <td>Other (specify below)</td> </tr> </table>			<input checked="" type="checkbox"/>	Director		10% Own		Officer (give title below)		Other (specify below)
<input checked="" type="checkbox"/>	Director		10% Own													
	Officer (give title below)		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></td> <td>Form filed by More than One Reporting Person</td> </tr> </table>			<input checked="" type="checkbox"/>	Form filed by One Reporting Person		Form filed by More than One Reporting Person	
<input checked="" type="checkbox"/>	Form filed by One Reporting Person															
	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 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.

<p>Cheryl C. Carter</p> <hr style="border: 1px solid black; width: 200px; margin: 0 auto;"/> <p>**Signature of Reporting Person</p> <p>/s/ Cheryl C. Carter, Power of Attorney for Sibyl N. Fishburn</p>	<p>February 10, 2003</p> <hr style="border: 1px solid black; width: 200px; margin: 0 auto;"/> <p>Date</p>
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\*\* 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.