

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 194

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<br>(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<br/>(give title below)</td> <td><input type="checkbox"/></td> <td>Other<br/>(specify below)</td> </tr> </table> |  |                                      | <input checked="" type="checkbox"/>  | Director              | <input type="checkbox"/> | 10% Own                             | <input type="checkbox"/>           | Officer<br>(give title below) | <input type="checkbox"/>                     | Other<br>(specify below) |
| <input checked="" type="checkbox"/>      | Director                                     | <input type="checkbox"/> | 10% Own  |  |                               |  |  |                                      |  |                       |                          |                                     |                                    |                               |  |                          |
| <input type="checkbox"/>                 | Officer<br>(give title below)                | <input type="checkbox"/> | Other<br>(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 Indirect |                          |                                     |                                    |                               |  |                          |

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|              |         |   | (Instr. 3, 4 and 5) |            |       | Owned at End of Month<br><br>(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<br>(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                      |

