HEINTZMAN DAVID P

Form 4

December 28, 2006

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per 0.5 response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HEINTZMAN DAVID P			2. Issuer Name and Ticker or Trading Symbol S Y BANCORP INC [SYBT]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
3019 POPP	` '	()	(Month/Day/Year) 04/19/2006	X Director 10% OwnerX Officer (give title Other (specify below) Chairman & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOUISVILI	LE, KY 402	06	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - No	on-E	Derivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/19/2006		G	V	175	D	\$0	71,697	D	
Common Stock	04/25/2006		G	V	140	D	\$0	71,557	D	
Common Stock	07/20/2006		G	V	183	D	\$ 0	4,829	I	By Spouse
Common Stock								3,435.9323	I	By Minor Child
Common Stock								16,782.1332	I	By 401k/ESOP - fbo David

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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 1474 (9-02)

> 8. Pri Deriv Secur (Instr

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4	Securities	8 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 24.0667					07/17/2006	01/17/2016	Common Stock	31,500	
Option (Right to Buy)	\$ 9.7619					07/08/1998	01/08/2008	Common Stock	4,200	
Option (Right to Buy)	\$ 11.3989					07/12/1999	01/12/2009	Common Stock	13,440	
Option (Right to Buy)	\$ 11.3989					10/20/1999	04/20/2009	Common Stock	4,620	
Option (Right to Buy)	\$ 10					07/07/2000	01/07/2010	Common Stock	20,790	
Option (Right to Buy)	\$ 9.8238					06/21/2000	12/21/2010	Common Stock	27,300	
Option (Right to Buy)	\$ 16					06/27/2001	12/27/2011	Common Stock	21,000	
	\$ 18.619					06/17/2002	12/17/2012		16,590	

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Option (Right to Buy)			Common Stock	
Option (Right to \$20.1714 Buy)	06/16/2004	12/16/2013	Common Stock	15,750
Option (Right to \$ 22.8095 Buy)	06/14/2005	12/14/2014	Common Stock	25,095

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner France / Francess	Director	10% Owner	Officer	Other			
HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206	X		Chairman & CEO				

Signatures

//David P.

Heintzman 12/28/2006

**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).

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

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