

HEINTZMAN DAVID P  
Form 4  
February 21, 2012

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HEINTZMAN DAVID P

(Last) (First) (Middle)  
3019 POPPY WAY  
(Street)

LOUISVILLE, KY 40206

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
S Y BANCORP INC [SYBT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/16/2012		F	569 D \$ 22.49	94,940	D	
Common Stock	02/17/2012		F	435 D \$ 22.86	94,505	D	
Common Stock					3,495	I	By Spouse
Common Stock					22,066.238	I	By 401k/ESOP - fbo David Heintman

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. 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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Option (Right to Buy)	\$ 18.619					06/17/2002      12/17/2012	Common Stock      16,590
Option (Right to Buy)	\$ 20.1714					06/16/2004      12/16/2013	Common Stock      15,750
Option (Right to Buy)	\$ 22.8095					06/14/2005      12/14/2014	Common Stock      25,095
Option (Right to Buy)	\$ 24.0667					07/17/2006      01/17/2016	Common Stock      31,500
Option (Right to Buy)	\$ 26.83					08/20/2007      02/20/2017	Common Stock      22,000
Stock Appreciation Right	\$ 23.37					08/19/2008      02/19/2018	Common Stock      13,500
Stock Appreciation Right	\$ 22.14					02/17/2010      02/17/2019	Common Stock      12,300
Stock Appreciation Right	\$ 21.03					02/16/2011      02/16/2020	Common Stock      17,550

