

HEINTZMAN DAVID P
Form 4
March 25, 2013

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)
03/22/2013

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/15/2013		G	V 445 D 11	101,152	D	
Common Stock	03/18/2013		G	V 135 D 11	101,017	D	
Common Stock	03/20/2013		G	V 135 D 11	100,882	D	
Common Stock	03/22/2013		M	3,000 A 2	103,882	D	
Common Stock	03/22/2013		S	3,000 D \$ 22.65	100,882	D	

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Common Stock	21,867.0658	I	By 401k/ESOP - fbo David Heintman
Common Stock	4,041	I	By Spouse

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 20.1714	03/22/2013		M	3,000	06/16/2004 12/16/2013	Common Stock	3,000	
Option (Right to Buy)	\$ 22.8095					06/14/2005 12/14/2014	Common Stock	25,090	
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	
	\$ 21.03					02/16/2011 02/16/2020		17,550	

Stock Appreciation Right				Common Stock	
Stock Appreciation Right	\$ 23.76	03/15/2012	03/15/2021	Common Stock	14,38
Stock Appreciation Right	\$ 22.86	02/20/2013	02/20/2022	Common Stock	24,27
Stock Appreciation Right	\$ 22.89	02/19/2014	02/19/2023	Common Stock	16,67

Reporting Owners

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

Signatures

//David P.
Heintzman 03/25/2013

__Signature of Date
Reporting Person

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).
- (1) Gifted shares to charitable organization
- (2) Exercise of stock options

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.