

THOMPSON KATHY C  
Form 4  
September 15, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
THOMPSON KATHY C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6804 FAIRWAY VIEW CT.

3. Date of Earliest Transaction (Month/Day/Year)  
09/13/2010

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

Sr. Executive Vice President

(Street)  
PROSPECT, KY 40059

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

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

(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)	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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/03/2010		G	V 21 D (3)	41,902.2037 (2)	D	
Common Stock	07/01/2010		G	V 150 D (3)	41,810.7716 (2)	D	
Common Stock	09/13/2010		S	2,000 D \$ 25.09	39,810.7716	D	
Common Stock	09/13/2010		S	3,000 D \$ 25	36,810.7716	D	
Common Stock					13,684.091 (1)	I	By ESOP/401k-fbo Kathy

Thompson

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

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SEC 1474  
(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)	\$ 16					06/27/2001 12/27/2011	Common Stock	8,400	
Option (Right to Buy)	\$ 18.619					06/17/2003 12/17/2012	Common Stock	7,140	
Option (Right to Buy)	\$ 20.1714					06/16/2004 12/16/2013	Common Stock	9,765	
Option (Right to Buy)	\$ 22.8095					06/14/2005 06/14/2014	Common Stock	9,345	
Option (Right to Buy)	\$ 24.0667					07/17/2006 11/07/2016	Common Stock	14,700	
Option (Right to Buy)	\$ 26.83					08/20/2007 02/20/2017	Common Stock	9,500	
Stock Appreciation Right	\$ 23.37					08/19/2008 02/19/2018	Common Stock	6,000	
	\$ 22.14					02/17/2010 02/17/2019		5,500	

Stock Appreciation Right					Common Stock	
Stock Appreciation Right	\$ 21.03		02/16/2011	02/16/2020	Common Stock	9,011

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON KATHY C 6804 FAIRWAY VIEW CT. PROSPECT, KY 40059	X		Sr. Executive Vice President	

## Signatures

//Kathy C.  
Thompson

09/15/2010

\*\*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).
- (1) Includes employer contribution for 2009
- (2) Includes shares acquired through dividend reinvestment plan
- (3) Gifted shares to charitable organization

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.