

THOMPSON KATHY C
Form 4
November 04, 2011

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 *
THOMPSON KATHY C

(Last) (First) (Middle)

6804 FAIRWAY VIEW CT.

(Street)

PROSPECT, KY 40059

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2011

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)

Sr. Executive Vice President

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 (D) Price | | | |
| Common Stock | 05/19/2011 | | G | V 42 D 2 37,070.8704 | D | | |
| Common Stock | 11/02/2011 | | F | 6,568 D 1 30,502.8704 | D | | |
| Common Stock | 11/02/2011 | | M | 8,400 A 1 38,902.8704 | D | | |
| Common Stock | | | | | 14,763.4342 | I | |

By
ESOP/401k-fbo
Kathy
Thompson

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------------------------|
| Option (Right to Buy) | \$ 16 | 11/02/2011 | | F | 8,400 | 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 | 9,760 |
| Option (Right to Buy) | \$ 22.8095 | | | | | 06/14/2005 06/14/2014 | Common Stock | 9,340 |
| 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 |
| Stock Appreciation Right | \$ 22.14 | | | | | 02/17/2010 02/17/2019 | Common Stock | 5,500 |
| Stock Appreciation | \$ 21.03 | | | | | 02/16/2011 02/16/2020 | Common Stock | 9,010 |

Right

Stock

Appreciation \$ 23.76

Right

03/15/2012 03/15/2021

Common Stock 6,11

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. 11/04/2011
Thompson

 **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) Stock Option Exercise
- (2) Gifted stock 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.