

BROOKS DAVID H  
Form 4  
December 18, 2002

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

OMB APPROVAL

**FORM 4**

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**

OMB Number: 3235-0287  
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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

Filed By Romeo & Dye's Instant Form 4 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Brooks David H.</b>			2. Issuer Name and Ticker or Trading Symbol <b>S.Y. Bancorp, Inc. SYI</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)																							
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>406-62-7565</b>			4. Statement for Month/Day/Year <b>12-17-2002</b>			<input checked="" type="checkbox"/> Director —																				
4010 Fox Meadow Way									5. If Amendment, Date of Original (Month/Day/Year)			<input checked="" type="checkbox"/> 10% Owner —																	
(Street)			7. Individual or Joint/Group Filing (Check Applicable Line)			<input checked="" type="checkbox"/> Officer (give title below) —																							
Prospect, KY 40059						Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			<input checked="" type="checkbox"/> Other (specify below)																				
(City)	(State)	(Zip)	1. Title of Security (Instr. 3)						2. Trans- action Date (Month/ Day/ Year)			2A. Deemed Execution Date, if any (Month/Day/ Year)			3. Trans- action Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)			6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)			7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Common Stock												7,468			D											
			Common Stock															22,828			I			Wife					
			Common Stock															7,457.990			I			ESOP Shares					
			Common Stock															1,145.9543			I			401k Shares					
			Common Stock			12-2-2002			P			13.603			A			39.20			391.603			I			Trust <sup>(1)</sup>		

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy)	.8615							Immed.	None	Common Stock	4,840		4,840	I	Wife
Option (Right to Buy)	.8615							Immed.	None	Common Stock	3,680		3,680	D	
Option (Right to Buy)	7.25							Immed.	1/10/05	Common Stock	14,560		14,560	D	
Option (Right to Buy)	14.50							Immed.	1/03/07	Common Stock	4,000		4,000	D	
Option (Right to Buy)	20.50							Immed.	1/8/08	Common Stock	2,000		2,000	D	
Option (Right to Buy)	23.9375							Immed.	1/12/09	Common Stock	10,200		10,200	D	
Option (Right to Buy)	21.00							Immed.	1/07/10	Common Stock	11,500		11,500	D	
Option (Right to Buy)	20.63							Immed.	12/21/10	Common Stock	16,000		16,000	D	
Option (Right to Buy)	33.60							Immed.	12/27/11	Common Stock	12,000		12,000	D	
Option (Right to Buy)	39.10	12/17/02		A		9,300		6/17/02	12/17/12	Common Stock	9,300		9,300	D	

Explanation of Responses:

(1) Shares held in the deferred comp plan

By: /s/ David H. Brooks

12-18-2002

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, See Instruction 6 for procedure.

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