S Y BANCORP INC

Form 4

February 21, 2008

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DAVIS NANCY B** Issuer Symbol S Y BANCORP INC [SYBT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 4700 CROFTON ROAD 02/19/2008 below) Exec. Vice President, Treasure (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LOUISVILLE, KY 40207 Person

(City)	(State)	(Zip) Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of Indirect				
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Ownership	Beneficial				
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form:	Ownership				
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	(Instr. 4)				

							Following	or Indirect
					(4)		Reported	(I)
					(A)		Transaction(s)	(Instr. 4)
		Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	
Common		Couc	•	7 timount	(D)	\$ 0	42,950.3201	
Stock	02/19/2008	A		858	A	(2)	(1)	D
Common								

Common	6,829	T	By Spouse
Stock	0,829	1	by spouse
20011			

Common Stock	9,739.415 <u>(3)</u> I	401k/ESOP-fbo Nancy Davis
		•

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)	Code	5. Number ionof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Date (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares	
Option (Right to Buy)	\$ 11.3989				10/20/1999	04/20/2009	Common Stock	5,460	
Option (Right to Buy)	\$ 10				07/17/2000	0 01/07/2010	Common Stock	5,460	
Option (Right to Buy)	\$ 9.8238				06/21/2001	12/21/2010	Common Stock	7,140	
Option (Right to Buy)	\$ 16				06/27/2002	2 12/27/2011	Common Stock	6,82:	
Option (Right to Buy)	\$ 18.619				06/17/2003	3 12/17/2012	Common Stock	5,250	
Option (Right to Buy)	\$ 20.1714				06/16/2004	12/16/2013	Common Stock	4,72:	
Option (Right to Buy)	\$ 22.8095				06/14/2005	5 12/14/2014	Common Stock	6,300	
Option (Right to Buy)	\$ 24.0667				07/17/2006	5 01/17/2016	Common Stock	8,400	
Option (Right to Buy)	\$ 26.83				08/20/2007	02/20/2017	Common Stock	5,000	
	\$ 23.37	02/19/2008	A	3,200	08/19/2008	3 02/19/2018		3,20	

Stock Common
Appreciation Stock
Right

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVIS NANCY B 4700 CROFTON ROAD LOUISVILLE, KY 40207

Exec. Vice President, Treasure

Signatures

//Nancy B.
Davis 02/21/2008

**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) Includes 219.1321 additional shares received on 1/2/08 under the S.Y. Bancorp Dividend Reinvestment Plan
- (2) Restricted stock award
- (3) Includes 2007 annual employer contribution

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.

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