

EDINGER CHARLES R III  
 Form 4  
 October 28, 2009

**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 \*  
 EDINGER CHARLES R III

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)  
 1012 STORY AVE.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/26/2009

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

LOUISVILLE, KY 40206

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 Indirect Beneficial Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 69,638.3601<br>(2)  | D  |  |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 54,550.5577<br>(3)  | I  | By Spouse  |
| Common Stock                    | 10/26/2009                           |  | P                              | 89.127 A  | \$ 22.44<br>8,167.101   | I  | Trust-Directors' Deferred Comp Plan                    |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 15,305.0132<br>(4)  | I  | 1% general partner & 8.2316% limited partner - Edinger |



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- (1) These options vest 20% per year beginning 4/26/1996
- (2) Includes 512.874 shares acquired in October through dividend reinvestment plan
- (3) Includes 401.7554 shares acquired in October through dividend reinvestment plan
- (4) Includes 112.719 shares acquired in October through dividend reinvestment plan

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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