HEINTZMAN DAVID P

Form 4

October 31, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL
OMB

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Expires:

Check this box if no longer subject to Section 16.

Section 16.

Form 4 or
Form 5

obligations

Section 17(a) of the Public Utility Holding Company

Section 17(a) of the Public Utility Holding Company

Form 5 obligations may continue. See Instruction 1(b).

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 <u>*</u> HEINTZMAN DAVID P

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle)

S Y BANCORP INC [SYBT]

(Check all applicable)

3019 POPPY WAY

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

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

10/30/2006

Chairman & CEO

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

LOUISVILLE, KY 40206

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secu | rities A | equired, Disposed | of, or Benefic | ially 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. Securit or(A) or Di (D) (Instr. 3, | spose 4 and (A) | d of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| ~ | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 10/30/2006 | | S | 2,000 | D | \$ 29.5 | 71,872 | D | |
| Common Stock | | | | | | | 5,012 | I | By Spouse |
| Common Stock | | | | | | | 3,435.9323 (1) | I | By Minor Child |
| Common Stock | | | | | | | 16,782.1332 | I | By 401k/ESOP - fbo David Heintman |

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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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pri Deriv Secui (Instr |
|---|---|--------------------------------------|---|---------------------------------------|---|---------------------|--------------------|---|-------------------------------------|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option (Right to Buy) | \$ 24.0667 | | | | | 07/17/2006 | 01/17/2016 | Common Stock | 31,500 | |
| Option (Right to Buy) | \$ 9.7619 | | | | | 07/08/1998 | 01/08/2008 | Common Stock | 4,200 | |
| Option (Right to Buy) | \$ 11.3989 | | | | | 07/12/1999 | 01/12/2009 | Common Stock | 13,440 | |
| Option (Right to Buy) | \$ 11.3989 | | | | | 10/20/1999 | 04/20/2009 | Common Stock | 4,620 | |
| Option (Right to Buy) | \$ 10 | | | | | 07/07/2000 | 01/07/2010 | Common Stock | 20,790 | |
| Option (Right to Buy) | \$ 9.8238 | | | | | 06/21/2000 | 12/21/2010 | Common Stock | 27,300 | |
| Option (Right to Buy) | \$ 16 | | | | | 06/27/2001 | 12/27/2011 | Common Stock | 21,000 | |
| Option (Right to Buy) | \$ 18.619 | | | | | 06/17/2002 | 12/17/2012 | Common Stock | 16,590 | |

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| Option (Right to \$20.1714 Buy) | 06/16/2004 | 12/16/2013 | Common Stock | 15,750 |
|----------------------------------|------------|------------|-----------------|--------|
| Option (Right to \$ 22.8095 Buy) | 06/14/2005 | 12/14/2014 | Common Stock | 25,095 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|----------------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206 | X | | Chairman & CEO | | | | |

Signatures

//David P.
Heintzman 10/31/2006

**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 17.7097 shares acquired on 10/5/06 from S.Y. Bancorp 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. 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.

Reporting Owners 3