#### S Y BANCORP INC

Form 4

February 22, 2007

## FORM 4

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

OMB 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

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 See Instruction

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HEINTZMAN DAVID P			l	d Ticker or Trading INC [SYBT]	Issuer				
(Last)	(First) (	Middle) 3. Date	3. Date of Earliest Transaction			(Check all applicable)			
3019 POPF	PY WAY	(Month 02/20,	/Day/Year) /2007		below)	give title 1 below) Chairman & CE	` 1		
	4. If A1	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
LOUISVIL	Filed(M	Filed(Month/Day/Year)			) by One Reporting by More than One				
(City)	(State)	(Zip) Ta	ble I - Non-	Derivative Securities A	Acquired, Dispose	d of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership		

1.11ttle of	2. Transaction Date	ZA. Deemed	3.	4. Securi	ues		5. Amount of	0.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			Securities	Ownership	Indirect	
(Instr. 3)	(Instr. 3) any			Disposed	of (D	))	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common					` ´	\$0			
Stock	02/20/2007		A	881	A	(2)	72,438	D	
Stock						<u></u>			
Common							4 470	т	D C
Stock							4,479	I	By Spouse
~									
Common							3,454.4036	I	By Minor
Stock							3,131.1030	1	Child
									D.,
									By
Common							16,782.1332	I	401k/ESOP -
Stock							10,7.02.1002	-	fbo David
									Heintman

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	orDeriv Secur Acqui or Dis (D)	Gecurities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
			Code V	(A)	) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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
Option (Right to Buy)	\$ 20.1714						06/16/2004	12/16/2013	Common Stock	15,750
Option (Right to Buy)	\$ 22.8095						06/14/2005	12/14/2014	Common Stock	25,095

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Option (Right to Buy)	\$ 24.0667				07/17/2006	01/17/2016	Common Stock	31,500
Option (Right to	\$ 26.83	02/20/2007	A	22,000	08/20/2007	02/20/2017	Common Stock	22,000

## **Reporting Owners**

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

## **Signatures**

Reporting Person

//David P. Heintzman 02/22/2007 \*\*Signature of

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) Option Grant
- (2) Restricted Stock Award

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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