#### HEINTZMAN DAVID P

Form 4 July 23, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

**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

1(b).

(Print or Type Responses)

| 1. Name and Ad<br>HEINTZMA | *                      | _        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol S Y BANCORP INC [SYBT] | 5. Relationship of Reporting Person(s) to Issuer                                                                                              |  |  |
|----------------------------|------------------------|----------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| (Last)                     | (First)                | (Middle) | 3. Date of Earliest Transaction                                           | (Check all applicable)                                                                                                                        |  |  |
| 3019 POPPY                 | WAY                    | ` '      | (Month/Day/Year)<br>07/22/2008                                            | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & CEO                                                           |  |  |
| LOUISVILL                  | (Street)<br>E, KY 4020 | 6        | 4. If Amendment, Date Original Filed(Month/Day/Year)                      | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person |  |  |
| (City)                     | (State)                | (Zip)    | Table I - Non-Derivative Securities Ac                                    | quired, Disposed of, or Beneficially Owned                                                                                                    |  |  |

| (City)                               | (State)                                 | (Zip) Tal                                                   | ble I - Non-                            | -Derivativ                            | e Sec                        | urities Acq  | uired, Disposed o                                                                                                  | of, or Benefic                                           | ially Owned                                                       |
|--------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------|------------------------------|--------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securi<br>on(A) or D<br>(Instr. 3, | ispose<br>4 and<br>(A)<br>or | ed of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 07/17/2008                              |                                                             | G V                                     | 590                                   | D                            | <u>(2)</u>   | 75,823                                                                                                             | D                                                        |                                                                   |
| Common<br>Stock                      |                                         |                                                             |                                         |                                       |                              |              | 3,495                                                                                                              | I                                                        | By Spouse                                                         |
| Common<br>Stock                      | 07/22/2008                              |                                                             | S                                       | 1,000                                 | D                            | \$<br>24.176 | 1,562.3275<br>(1)                                                                                                  | I                                                        | By Minor<br>Child                                                 |
| Common<br>Stock                      |                                         |                                                             |                                         |                                       |                              |              | 18,888.3732                                                                                                        | I                                                        | By<br>401k/ESOP<br>- fbo David<br>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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | te                 | 7. Title and A Underlying S (Instr. 3 and | Securities                          |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------|---------------------|--------------------|-------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                      |                                                             | Code V                                 | (A) (D)                                                                                    | Date<br>Exercisable | Expiration<br>Date | Title                                     | Amount<br>or<br>Number<br>of Shares |
| Option<br>(Right to<br>Buy)                         | \$ 11.3989                                                            |                                      |                                                             |                                        |                                                                                            | 07/12/1999          | 01/12/2009         | Common<br>Stock                           | 13,440                              |
| Option<br>(Right to<br>Buy)                         | \$ 11.3989                                                            |                                      |                                                             |                                        |                                                                                            | 10/20/1999          | 04/20/2009         | Common<br>Stock                           | 4,620                               |
| Option<br>(Right to<br>Buy)                         | \$ 10                                                                 |                                      |                                                             |                                        |                                                                                            | 07/07/2000          | 01/07/2010         | Common<br>Stock                           | 20,790                              |
| Option<br>(Right to<br>Buy)                         | \$ 9.8238                                                             |                                      |                                                             |                                        |                                                                                            | 06/21/2000          | 12/21/2010         | Common<br>Stock                           | 27,300                              |
| Option<br>(Right to<br>Buy)                         | \$ 16                                                                 |                                      |                                                             |                                        |                                                                                            | 06/27/2001          | 12/27/2011         | Common<br>Stock                           | 21,000                              |
| Option<br>(Right to<br>Buy)                         | \$ 18.619                                                             |                                      |                                                             |                                        |                                                                                            | 06/17/2002          | 12/17/2012         | Common<br>Stock                           | 16,590                              |
| Option<br>(Right to<br>Buy)                         | \$ 20.1714                                                            |                                      |                                                             |                                        |                                                                                            | 06/16/2004          | 12/16/2013         | Common<br>Stock                           | 15,750                              |
| Option<br>(Right to<br>Buy)                         | \$ 22.8095                                                            |                                      |                                                             |                                        |                                                                                            | 06/14/2005          | 12/14/2014         | Common<br>Stock                           | 25,095                              |

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| Option<br>(Right to<br>Buy) | \$ 24.0667 | 07/17/2006 | 01/17/2016 | Common<br>Stock | 31,500 |
|-----------------------------|------------|------------|------------|-----------------|--------|
| Option<br>(Right to<br>Buy) | \$ 26.83   | 08/20/2007 | 02/20/2017 | Common<br>Stock | 22,000 |
| Stock Appreciation Right    | \$ 23.37   | 08/19/2008 | 02/19/2018 | Common<br>Stock | 13,500 |

# **Reporting Owners**

| Reporting Owner Name / Address                              | Relationships |           |                |       |  |  |  |
|-------------------------------------------------------------|---------------|-----------|----------------|-------|--|--|--|
| reporting owner rune, runess                                | Director      | 10% Owner | Officer        | Other |  |  |  |
| HEINTZMAN DAVID P<br>3019 POPPY WAY<br>LOUISVILLE, KY 40206 | X             |           | Chairman & CEO |       |  |  |  |

## **Signatures**

//David P.

Heintzman 07/23/2008

\*\*Signature of Person 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 14.1456 shares acquired on 4/1/08 and 15.686 shares acquired on 7/1/08 through dividend reinvestment plan
- (2) gifted stock to various organizations

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