HEINTZMAN DAVID P

Form 4

December 12, 2008

FORM 4

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

OMB Number: 3235-0287

Estimated average

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. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HEINTZMAN DAVID P			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)	3. Date of Earliest Transaction	(Shoon an approacte)		
3019 POPPY WAY			(Month/Day/Year) 12/10/2008	_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOUISVILLI	E, KY 40206	5	Filed(Month/Day/Year)	Applicable Line) _X_ 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	09/19/2008		G V	270	D	<u>(2)</u>	72,081	D	
Common Stock	12/11/2008		M	728	A	<u>(1)</u>	72,809	D	
Common Stock	12/11/2008		S	228	D	\$ 27	72,581	D	
Common Stock	12/11/2008		S	100	D	\$ 27.01	72,481	D	
Common Stock	12/11/2008		S	400	D	\$ 26.87	72,081	D	

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			info requ	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				
Reminder: Re	port on a separate line for each class	of securities ben	•		•	ř		
Common Stock						18,888.3732	I	By 401k/ESOI - fbo David Heintman
Common Stock	12/10/2008	S	450	D	\$ 28	1,119.1749	I	By Minor Child
Common Stock						3,495	I	By Spouse

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

De: Sec	Fitle of rivative curity str. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	Deriv Secu Acqu (A) o Dispo	ivative urities urities or posed D) tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
_	otion ight to 1y)	\$ 11.3989	12/11/2008	M		728	07/12/1999	01/12/2009	Common Stock	728
_	otion ight to 1y)	\$ 11.3989					10/20/1999	04/20/2009	Common Stock	4,620
_	otion ight to iy)	\$ 10					07/07/2000	01/07/2010	Common Stock	20,790
_	otion ight to iy)	\$ 9.8238					06/21/2000	12/21/2010	Common Stock	27,300
_	otion ight to 1y)	\$ 16					06/27/2001	12/27/2011	Common Stock	21,000
		\$ 18.619					06/17/2002	12/17/2012		16,590

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

Reporting Owners

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

Signatures

//David P.

Heintzman 12/12/2008

**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) Exercise of stock option
- (2) gifts of stock

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