HEINTZMAN DAVID P

Form 4

February 19, 2009

FORM 4

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

OMB Number: 3235-0287

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

Section 16.
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

Estimated average burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Add HEINTZMAN	*	ng Person *	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			
3019 POPPY	` '	,	(Month/Day/Year) 02/17/2009	_X Director 10% Owner X Officer (give title Other (specify below) Chairman & CEO		
	(Street)		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		
LOUISVILLE	E, KY 40206			Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secui	rities A	cquired, Disposed	d 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. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) o of (D))	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	02/17/2009		A	4,181	A	<u>(1)</u>	78,534	D	
Common Stock							3,495	I	By Spouse
Common Stock							1,126.1822	I	By Minor Child
Common Stock							18,888.3732	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. Transactic Code (Instr. 8)	Securitie	ve es d (A) osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numb of Sh
Option (Right to Buy)	\$ 11.3989						10/20/1999	04/20/2009	Common Stock	96
Option (Right to Buy)	\$ 10						07/07/2000	01/07/2010	Common Stock	20,7
Option (Right to Buy)	\$ 9.8238						06/21/2000	12/21/2010	Common Stock	27,3
Option (Right to Buy)	\$ 16						06/27/2001	12/27/2011	Common Stock	21,0
Option (Right to Buy)	\$ 18.619						06/17/2002	12/17/2012	Common Stock	16,5
Option (Right to Buy)	\$ 20.1714						06/16/2004	12/16/2013	Common Stock	15,7
Option (Right to Buy)	\$ 22.8095						06/14/2005	12/14/2014	Common Stock	25,0
Option (Right to Buy)	\$ 24.0667						07/17/2006	01/17/2016	Common Stock	31,5
Option (Right to Buy)	\$ 26.83						08/20/2007	02/20/2017	Common Stock	22,0

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Stock Appreciation Right	\$ 23.37				08/19/2008	02/19/2018	Common Stock	13,5
Stock Appreciation Right	\$ 22.14	02/17/2009	A	12,300	02/17/2010	02/17/2019	Common Stock	12,3

Reporting Owners

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

Signatures

//David P.

Heintzman 02/19/2009

**Signature of 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) restricted stock grant

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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