S Y BANCORP INC

Form 4

February 21, 2014

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

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)	ast) (First) (Middle)		3. Date of Earliest Transaction	(==== an application		
3019 POPPY	019 POPPY WAY		(Month/Day/Year) 02/19/2014	X Director 10% OwnerX Officer (give title Other (specify below) Chairman & CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOUISVILLE, KY 40206			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

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(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secı	ırities Ac	quired, 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)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D) 5)	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	02/19/2014		Code V	Amount 666	(D)	Price \$ 28.18	98,125	D	
Common Stock	02/20/2014		F	197	D	\$ 28.62	97,928	D	
Common Stock							21,499.4887	I	By 401k/ESOP - fbo David Heintman
Common Stock							4,041	I	By Spouse

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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)

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

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)	5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 22.8095					06/14/2005	12/14/2014	Common Stock	3,700
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
Stock Appreciation Right	\$ 22.14					02/17/2010	02/17/2019	Common Stock	12,300
Stock Appreciation Right	\$ 21.03					02/16/2011	02/16/2020	Common Stock	17,550
Stock Appreciation Right	\$ 23.76					03/15/2012	03/15/2021	Common Stock	14,382
Stock Appreciation Right	\$ 22.86					02/20/2013	02/20/2022	Common Stock	24,274

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Stock Appreciation Right	\$ 22.89	02/19/2014	02/19/2023	Common Stock	16,677
Stock Appreciation Right	\$ 29.05	02/14/2015	02/14/2024	Common Stock	19,326

Reporting Owners

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

Signatures

//David P.
Heintzman 02/21/2014

**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).

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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