

MCMAHON JEFFERSON  
Form 4  
February 27, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
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|  |                                      |  |   |   |  |       |   |  |                                   |
|--|--------------------------------------|--|---|---|--|-------|---|--|-----------------------------------|
| 1. Name and Address of Reporting Person* |                                      |  | 2. Issuer Name and Ticker or Trading Symbol   |   |  |       | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)                     |  |                                   |
| <b>McMahon Jefferson</b>                 |                                      |  | <b>S.Y. Bancorp, Inc. SYI</b>   |   |  |       | <input checked="" type="checkbox"/> Director —  |  |                                   |
| (Last)                                   | (First)                              | (Middle)   | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |   | 4. Statement for Month/Day/Year                    |       | 10% Owner —   |  |                                   |
| <b>13909 River Glen Lane</b>             |                                      |  | <b>403-46-6725</b>  |   | <b>2/27/2003</b>                                   |       | <input type="checkbox"/> Officer (give title below) —                                       |  |                                   |
| (Street)                                 |                                      |  |   |   | 5. If Amendment, Date of Original (Month/Day/Year) |       | Other (specify below)   |  |                                   |
| <b>Prospect, KY 40059</b>                |                                      |  |   |   |  |       | <input checked="" type="checkbox"/> Form filed by One Reporting Person                      |  |                                   |
| (City) (State) (Zip)                     |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |  |       |   |  |                                   |
| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8)  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) |  |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Stock                             |                                      |  |   | Amount  | (A) or (D)   | Price | 3,700   | D  |                                   |
| Common Stock                             | 2/27/2003                            |  | P   | 79.737  | A  | 37.39 | 1,349.863   | I  | Trust <sup>(1)</sup>              |
| Common Stock                             |                                      |  |   |   |  |       | 4,200   | I  | Trust                             |

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|                                 |                           |                |                      |                |              |   |                                   |                                 |                                    |               |                                   |
|---------------------------------|---------------------------|----------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|
| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
|---------------------------------|---------------------------|----------------|----------------------|----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|---------------|-----------------------------------|

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| (Instr. 3)                   | Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) |   | Derivative Securities (A) or Disposed of (D) (Instr. 3, 4 & 5) |     | Month/Day/Year | Securities (Instr. 3 & 4) |                     | (Instr. 5)   | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |       |
|------------------------------|------------------------------|-----------------------|-------------------------------|-----------------|---|--|-----|----------------|---------------------------|---------------------|--------------|---|--|----------------------|-------|
|                              |                              |                       |                               | Code            | V | (A)  | (D) |                | Date Exer-cisable         | Expira-tion Date    |              |   |  |                      | Title |
| <b>Option (Right to Buy)</b> | <b>21.00</b>                 |                       |                               |                 |   |  |     | <u>(2)</u>     | <b>1/6/10</b>             | <b>Common Stock</b> | <b>1,000</b> |   | <b>1,000</b>   | <b>D</b>             |       |

Explanation of Responses:

- (1) Shares held in the deferred comp plan
- (2) Vest 20% per year beginning 1/7/2001

By: /s/ **Jefferson McMahon**

**2/27/2003**

Date

\*\*Signature of Reporting Person

\*\*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.

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