S Y BANCORP INC

Form 4

August 08, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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

obligations

may continue.

See Instruction

Check this box

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).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH PHILLIP S Issuer Symbol S Y BANCORP INC [SYBT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 3106 OLD TAY BRIDGE 08/06/2008 below) below) **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting JEFFERSONVILLE, IN 47130 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Beneficial (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Ownership Owned Direct (D) (Month/Day/Year) (Instr. 8) (Instr. 4) Following or Indirect Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 21,708.7466 08/06/2008 S 469 D D (1) Stock 26.3038

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

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by

401k/ESOP-fbo

Phillip Smith

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

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. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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
Option (Right to Buy)	\$ 11.3989					10/20/1999	04/20/2009	Common Stock	5,460
Option (Right to Buy)	\$ 10					07/07/2000	01/07/2010	Common Stock	5,460
Option (Right to Buy)	\$ 9.8238					06/21/2001	12/21/2010	Common Stock	7,140
Option (Right to Buy)	\$ 16					06/27/2002	12/27/2011	Common Stock	6,825
Option (Right to Buy)	\$ 18.619					06/17/2003	12/17/2012	Common Stock	5,250
Option (Right to Buy)	\$ 20.1714					06/16/2004	12/16/2013	Common Stock	4,725
Option (Right to Buy)	\$ 22.8095					12/14/2005	12/14/2014	Common Stock	6,300
Option (Right to Buy)	\$ 24.0667					01/17/2007	01/17/2016	Common Stock	8,400
Option (Right to Buy)	\$ 26.83					02/20/2008	02/20/2017	Common Stock	5,000
Stock Appreciation	\$ 23.37					02/19/2009	02/19/2018	Common Stock	3,100

Right

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH PHILLIP S Executive
3106 OLD TAY BRIDGE

JEFFERSONVILLE, IN 47130 President

Signatures

//Phillip S. 08/08/2008 Smith

**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) Includes 2.9117 shares acquired through dividend reinvestment plan

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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