

GOOCH MARK A
Form 5
February 12, 2009

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
GOOCH MARK A

2. Issuer Name and Ticker or Trading Symbol
COMMUNITY TRUST BANCORP INC /KY/ [CTBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice Pres/Secretary

PO BOX 2947
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
(check applicable line)

PIKEVILLE, KY 41502-2947

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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 01/03/2008 | Â | J ⁽¹⁾ | 4.9978 A \$ 26.79 | 466.6967 | D | Â |
| Common Stock | 04/01/2008 | Â | J ⁽¹⁾ | 15.4669 A \$ 30.05 | 1,618.1636 | D | Â |
| Common Stock | 07/01/2008 | Â | J ⁽¹⁾ | 17.1517 A \$ 27.36 | 1,635.3153 | D | Â |
| Common Stock | 10/01/2008 | Â | J ⁽¹⁾ | 13.573 A \$ 34.94 | 1,648.8883 | D | Â |
| | 12/31/2008 | Â | J ⁽²⁾ | A \$ 0 ⁽²⁾ | 7,779.722 | I | |

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| | | | | | | | | | |
|--------------|------------|---|------|-----------------|---|----------|-----------|---|-----------|
| Common Stock | | | | 265.702 (2) | | | | | BY ESOP |
| Common Stock | 12/31/2008 | Â | J(3) | 730.7665 (3) | A | \$ 0 (3) | 8,678.903 | I | BY 401(k) |

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

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 number.

SEC 2270
(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. Transaction Code (Instr. 8) | 5. Number of 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (4) | \$ 15.368 (5) | Â | Â | Â | Â | Â | 07/24/2004 | 07/24/2009 | Common Stock | 14,641 (5) |
| Option (6) | \$ 13.233 (7) | Â | Â | Â | Â | Â | 01/25/2001 | 01/25/2010 | Common Stock | 2,125.25 (7) |
| Option (6) | \$ 13.233 (7) | Â | Â | Â | Â | Â | 01/25/2002 | 01/25/2010 | Common Stock | 2,125.25 (7) |
| Option (6) | \$ 13.233 (7) | Â | Â | Â | Â | Â | 01/25/2003 | 01/25/2010 | Common Stock | 2,125.25 (7) |
| Option (6) | \$ 13.233 (7) | Â | Â | Â | Â | Â | 01/25/2004 | 01/25/2010 | Common Stock | 2,125.25 |
| Option (4) | \$ 11.833 (8) | Â | Â | Â | Â | Â | 01/23/2006 | 01/23/2011 | Common Stock | 13,310 (8) |
| Option (4) | \$ 16.717 (9) | Â | Â | Â | Â | Â | 01/29/2007 | 01/29/2012 | Common Stock | 9,983 (9) |
| Option (6) | \$ 20.983 (10) | Â | Â | Â | Â | Â | 01/17/2004 | 01/17/2013 | Common Stock | 2,323 (10) |
| Option (6) | \$ 20.983 (10) | Â | Â | Â | Â | Â | 01/17/2005 | 01/17/2013 | Common Stock | 2,323 (10) |
| Option (6) | \$ 20.983 (10) | Â | Â | Â | Â | Â | 01/17/2006 | 01/17/2013 | Common Stock | 2,323 (10) |
| | | Â | Â | Â | Â | Â | 01/17/2007 | 01/17/2013 | | 2,323 (10) |

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| | | | | | | | | | | | |
|----------------|-------------------|---|---|---|---|---|------------|------------|-----------------|-----------------|------|
| Option (6) | \$ 20.983 (10) | | | | | | | | | Common Stock | |
| Option (4) | \$ 27.109 (11) | Â | Â | Â | Â | Â | 01/27/2009 | 01/27/2014 | Common Stock | 5,500 | (11) |
| Option (6) | \$ 30.88 | Â | Â | Â | Â | Â | 01/28/2006 | 01/28/2015 | Common Stock | 1,821 | |
| Option (6) | \$ 30.88 | Â | Â | Â | Â | Â | 01/28/2007 | 01/28/2015 | Common Stock | 1,821 | |
| Option (6) | \$ 30.88 | Â | Â | Â | Â | Â | 01/28/2008 | 01/28/2015 | Common Stock | 1,821 | |
| Option (6) | \$ 30.88 | Â | Â | Â | Â | Â | 01/28/2009 | 01/28/2015 | Common Stock | 1,821 | |
| Option (6) | \$ 32.44 | Â | Â | Â | Â | Â | 01/27/2007 | 01/27/2016 | Common Stock | 1,888 | |
| Option (6) | \$ 32.44 | Â | Â | Â | Â | Â | 01/27/2008 | 01/27/2016 | Common Stock | 1,888 | |
| Option (6) | \$ 32.44 | Â | Â | Â | Â | Â | 01/27/2009 | 01/27/2016 | Common Stock | 1,888 | |
| Option (6) | \$ 32.44 | Â | Â | Â | Â | Â | 01/27/2010 | 01/27/2016 | Common Stock | 1,888 | |
| Option (12) | \$ 38.95 | Â | Â | Â | Â | Â | 01/23/2008 | 01/23/2017 | Common Stock | 2,166.25 | |
| Option (12) | \$ 38.95 | Â | Â | Â | Â | Â | 01/23/2009 | 01/23/2017 | Common Stock | 2,166.25 | |
| Option (12) | \$ 38.95 | Â | Â | Â | Â | Â | 01/23/2010 | 01/23/2017 | Common Stock | 2,166.25 | |
| Option (12) | \$ 38.95 | Â | Â | Â | Â | Â | 01/23/2011 | 01/23/2017 | Common Stock | 2,166.25 | |
| Option (13) | \$ 28.32 | Â | Â | Â | Â | Â | 01/29/2013 | 01/29/2018 | Common Stock | 5,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOOCH MARK A PO BOX 2947 PIKEVILLE, KY 41502-2947 | Â | Â | Â Executive Vice Pres/Secretary | Â |

Signatures

Mark A. Gooch, By: Marilyn T. Justice,
Attorney-in-Fact

02/12/2009

__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) Community Trust Bancorp, Inc. Dividend Reinvestment Plan.

These shares were acquired during the fiscal year under the Community Trust Bancorp, Inc. Employee Stock Ownership Plan at a price range of \$26.79-\$34.94 per share in transactions that were exempt from Section 16(b) by virtue of old rule 16a-8(b). The information reported herein is based on plan statement dated December 31, 2008.

(3) These shares were acquired during the fiscal year under the Community Trust Bancorp, Inc. 401(k) Plan at a price range of \$26.79-\$34.94 per share in transactions that were exempt by virtue of old rule 16a-8(b) and new Rule 16b-3(d) (2). The information reported herein is based on plan statement dated December 31, 2008.

(4) Right to buy pursuant to Management Retention Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).

(5) Option previously reported as covering 10,000 shares @\$22.50 per share, adjusted to reflect 10% stock dividends effective 04/15/00, 12/15/02, 12/15/03, and 12/15/04.

(6) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).

(7) Option previously reported as covering 1,451.50 shares @\$19.375 per share, adjusted to reflect 10% stock dividends effective 04/15/00, 12/15/02, 12/15/03, and 12/15/04.

(8) Option previously reported as covering 10,000 shares @\$15.75 per share, adjusted to reflect 10% stock dividends effective 12/15/02, 12/15/03, and 12/15/04.

(9) Option previously reported as covering 7,500 shares @\$22.25 per share, adjusted to reflect 10% stock dividends effective 12/15/02, 12/15/03, and 12/15/04.

(10) Option previously reported as covering 1,920 shares @\$25.39 per share, adjusted to reflect 10% stock dividends effective 12/15/03, and 12/15/04.

(11) Option previously reported as covering 5,000 shares @\$29.82 per share, adjusted to reflect 10% stock dividend effective 12/15/04.

(12) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 2006 Stock Option Plan).

(13) Right to buy pursuant to Non-Qualified Stock Option Agreement (CTBI 2006 Stock Ownership Incentive Plan).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.