

REPUBLIC BANCORP INC /KY/  
Form SC 13G/A  
February 15, 2011

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 11)

REPUBLIC BANCORP, INC.  
(Name of Issuer)

CLASS A COMMON STOCK, NO PAR VALUE  
(Title of Class of Securities)

760281 204  
(CUSIP Number)

December 31, 2010  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP NO. 760281 204

(1) Names of Reporting Persons Steven E. Trager

(2) Check the Appropriate Box if a Member of a Group (a)   
 (See Instructions) (b)

(3) SEC Use Only

(4) CITIZENSHIP OR PLACE OF ORGANIZATION U.S.

Number of Shares Beneficially Owned by Each Reporting Person With:

(5)	Sole Voting Power	115,431.9(1)
(6)	Shared Voting Power	9,319,995.0(2)
(7)	Sole Dispositive Power	115,431.9(1)
(8)	Shared Dispositive Power	9,319,995.0(2)

(9) Aggregate Amount Beneficially Owned by Each Reporting Person 9,435,426.9(1)(2)

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

(11) Percent of Class Represented by Amount in Row 9 47.8%(3)

(12) Type of Reporting Person (See Instructions) IN

-----

(1) Includes 17,014 shares of Class B Common Stock held by the reporting person and 1,214.5 shares of Class B Common Stock held in the Issuer's 401(k) plan. Class B Common Stock is immediately convertible into Class A Common Stock on a one share for one share basis. Also includes 4,229,446 shares of Class A Common Stock allocated to the reporting person under the Republic Bancorp, Inc. Employee Stock Ownership Plan, and 7,573 shares of Class A Common Stock held in the Issuer's 401(k) plan.

(2) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank Family Limited Partnership ("Teebank"), 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee Properties Limited Partnership ("Jaytee"), and 168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a general and a limited partner, and a trust for the benefit of the reporting person's mother (the "Jean S. Trager Trust"), of which the reporting person is a co-trustee, is a general and a limited partner, of Teebank and Jaytee. The reporting person has an option to purchase general and limited partnership

units representing an interest in the assets of Teebank and Jaytee (including the Issuer's securities) owned by the Jean S. Trager Trust. Trusts for the benefit of, among others, the reporting person and the reporting person's two minor children, are limited partners of Teebank and Jaytee. Also includes 7,478 shares of Class A Common Stock held by Mrs. Steven E. Trager. Also includes 289,884 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c) (3) corporation of which the reporting person is a director.

(3) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of December 31, 2010 (18,628,051) plus the securities beneficially owned by the reporting person that are currently exercisable for or convertible into shares of Class A Common Stock (1,125,743.5).

CUSIP NO. 760281 204

ITEM 1(a). NAME OF ISSUER:

Republic Bancorp, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

601 West Market Street  
Louisville, Kentucky 40202

ITEM 2(a). NAME OF PERSON FILING:

Steven E. Trager

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

601 West Market Street  
Louisville, Kentucky 40202

ITEM 2(c). CITIZENSHIP:

U.S.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Class A Common Stock, no par value per share

ITEM 2(e). CUSIP NUMBER:

760281 204

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or Dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).

- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

CUSIP NO. 760281 204

If this statement is filed pursuant to Section 240.13d-1(c), check this box. ( )

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in item 1.

(a) Amount Beneficially Owned: Steven E. Trager is the beneficial owner of 9,435,426.9 shares of Class A Common Stock of Republic Bancorp, Inc.(1)(2)

(b) Percent of Class: Steven E. Trager is the beneficial owner of 47.8% of the Class A Common Stock of Republic Bancorp, Inc.(3)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

115,431.9 (1)

(ii) Shared power to vote or to direct the vote

9,319,995.0(2)

(iii) Sole power to dispose or to direct the disposition of

115,431.9 (1)

(iv) Shared power to dispose or to direct the disposition of

9,319,995.0 (2)

Instruction. For computations regarding securities which represent a right to acquire an underlying security see Section 240.13d-3(d)(1).

-----

(1) Includes 17,014 shares of Class B Common Stock held by the reporting person and 1,214.5 shares of Class B Common Stock held in the Issuer's 401(k) plan. Class B Common Stock is immediately convertible into Class A Common Stock on a one share for one share basis. Also includes 4,229.446 shares of Class A Common Stock allocated to the reporting person under the Republic Bancorp, Inc. Employee Stock Ownership Plan, and 7,573 shares of Class A Common Stock held in the Issuer's 401(k) plan.

(2) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a general and a limited partner, and a trust for the benefit of the reporting person's mother (the "Jean S. Trager Trust"), of which the reporting person is a co-trustee, is a general and a limited partner, of Teebank and Jaytee. Trusts for the benefit of, among others, the reporting person and the reporting person's two minor children, are limited partners, of Teebank and Jaytee. The reporting person has an option to purchase general and limited partnership units representing an interest in the assets of Teebank and Jaytee (including the Issuer's securities) owned by the Jean S. Trager Trust. Also includes 7,478 shares of Class A Common Stock held by Mrs. Steven E. Trager. Also includes 289,884 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which the reporting person is a director.

(3) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of December 31, 2010 (18,628,051) plus the securities beneficially owned by the reporting person that are currently exercisable for or convertible into shares of Class A Common Stock (1,125,743.5).



CUSIP NO. 760281 204

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

The reporting person and the Jean S. Trager Trust (each a beneficial owner of more than five percent of the class), as co-general partners, may have the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's securities held by Teebank and Jaytee (each of which is a beneficial owner of more than five percent of the class). The reporting person, with Bernard M. Trager (a beneficial owner of more than five percent of the class), Jean S. Trager and Shelley Trager Kusman, the other directors of Trager Family Foundation, Inc. may have the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's securities held by such corporation. As the holder of 7,478 shares of Class A Common Stock, Mrs. Steven Trager may have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares. In addition, Bernard M. Trager, both individually and as trustee, Scott Trager, and Sheldon G. Gilman as trustee (each a beneficial owner of more than five percent of the class), among others, are limited partners of Teebank and Jaytee, and thereby possess the right to receive dividends from or the proceeds from the sale of pro rata interests in the Issuer's securities upon distribution of assets from Teebank and Jaytee.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

If a parent holding company has filed this Schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this Schedule pursuant to Rule 13d-1(c), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Page 5 of 6

CUSIP NO. 760281 204

If a group has filed this Schedule pursuant to Section 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this Schedule pursuant to Section 240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2011

/s/ STEVEN E. TRAGER  
Steven E. Trager

Page 6 of 6

HT: 0pt" align="left">Drilling and Evaluation 529 403 472  
Corporate and other  
(25) (67) (81)  
Total operating income  
1,163 907 1,051  
Interest expense  
(48) (36) (35)  
Interest income  
4 24 6  
Other, net (d)  
(26) (2) (697)(c)  
Income from continuing operations before income taxes

and minority interest

1,093 893 325

Provision for income taxes

(342) (212)(b) (343)

Minority interest in net income of subsidiaries

25 (7) (3)

Income (loss) from continuing operations

776 674 (21)

Income (loss) from discontinued operations, net

(308)(a) 16 -

Net income (loss)

\$468 \$690 \$(21)

Basic income (loss) per share:

Income (loss) from continuing operations

\$0.87 \$0.77 \$(0.02)

Income (loss) from discontinued operations, net

(0.34) 0.02 -

Net income (loss)

\$0.53 \$0.79 \$(0.02)

Diluted income (loss) per share:

Income (loss) from continuing operations

\$0.87 \$0.74 \$(0.02)

Income (loss) from discontinued operations, net

(0.34) (a) 0.01 -

Net income (loss)

\$0.53 \$0.75 \$(0.02)

Basic weighted average common shares outstanding

888 875 876

Diluted weighted average common shares outstanding

890 916 876

(a) Loss from discontinued operations, net in the fourth quarter of 2008 included a \$303 million, or \$0.34 per diluted share, charge related to the prospective settlements of the DOJ and SEC FCPA investigations.

(b) Provision for income taxes included a \$55 million, or \$0.06 per diluted share, favorable income tax impact in the fourth quarter of 2007 from the ability to recognize the benefit of foreign tax credits previously thought not to be fully utilizable.

(c) Other, net in the third quarter of 2008 included a \$693 million, or \$0.79 per diluted share, non-tax deductible loss on the portion of the premium on convertible debt settled in cash.

(d) Includes, among other things, foreign currency gains and losses.

See Footnote Table 1 for a list of significant items included in operating income.

-more-

Halliburton/Page 7

HALLIBURTON COMPANY  
Condensed Consolidated Statements of Operations  
(Millions of dollars and shares except per share data)  
(Unaudited)

	Year Ended December 31	
	2008	2007
Revenue:		
Completion and Production	\$ 9,935	\$ 8,386
Drilling and Evaluation	8,344	6,878
Total revenue	\$ 18,279	\$ 15,264
Operating income:		
Completion and Production	\$ 2,409	\$ 2,199
Drilling and Evaluation	1,865	1,485
Corporate and other	(264)	(186)
Total operating income	4,010	3,498
Interest expense	(160)	(154)
Interest income	39	124
Other, net (e)	(726)(a)	(8)
Income from continuing operations before income taxes and minority interest	3,163	3,460
Provision for income taxes	(1,211)	(907)(c)
Minority interest in net income of subsidiaries	9	(29)
Income from continuing operations	1,961	2,524
Income (loss) from discontinued operations, net	(423)(b)	975(d)
Net income	\$ 1,538	\$ 3,499
Basic income (loss) per share:		
Income from continuing operations	\$ 2.24	\$ 2.76
Income (loss) from discontinued operations, net	(0.49)	1.07
Net income	\$ 1.75	\$ 3.83
Diluted income (loss) per share:		
Income from continuing operations	\$ 2.17	\$ 2.66
Income (loss) from discontinued operations, net	(0.47)(b)	1.02(d)
Net income	\$ 1.70	\$ 3.68
Basic weighted average common shares outstanding	877	913
Diluted weighted average common shares outstanding	904	950

(a) Other, net in 2008 included a \$693 million, or \$0.77 per diluted share, non-tax deductible loss on the portion of the premium on convertible debt settled in cash.

(b) Loss from discontinued operations, net, in 2008, included \$420 million in charges, net of tax, or \$0.46 per diluted share, related to adjustments of the indemnities and guarantees provided to KBR, Inc. upon separation.

(c) Provision for income taxes in 2007 included a \$188 million, or \$0.20 per diluted share, favorable income tax impact from the ability to recognize the benefit of foreign tax credits previously thought not to be fully utilizable.

(d) Income from discontinued operations, net, in 2007 included a \$933 million, or \$0.98 per diluted share, net gain on the separation of KBR, Inc.

(e) Includes, among other things, foreign currency gains and losses.

See Footnote Table 1 for a list of significant items included in operating income.

-more-

---

Halliburton/Page 8

HALLIBURTON COMPANY  
Condensed Consolidated Balance Sheets  
(Millions of dollars)  
(Unaudited)

	December 31	
	2008	2007
Assets		
Current assets:		
Cash and investments in marketable securities	\$ 1,124	\$ 2,235
Receivables, net	3,795	3,093
Inventories, net	1,828	1,459
Other current assets	664	786
Total current assets	7,411	7,573
Property, plant, and equipment, net	4,782	3,630
Goodwill	1,072	790
Other assets	1,120	1,142
Total assets	\$ 14,385	\$ 13,135
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 898	\$ 768
Accrued employee compensation and benefits	643	575
Other current liabilities	1,240	1,068
Total current liabilities	2,781	2,411
Long-term debt	2,586	2,627
Other liabilities	1,274	1,137
Total liabilities	6,641	6,175
Minority interest in consolidated subsidiaries	19	94
Shareholders' equity	7,725	6,866
Total liabilities and shareholders' equity	\$ 14,385	\$ 13,135

HALLIBURTON COMPANY  
Selected Cash Flow Information  
(Millions of dollars)

(Unaudited)

	Three Months Ended		Year Ended	
	December 31		December 31	
	2008	2007	2008	2007
Capital expenditures	\$ 519	\$ 519	\$ 1,824	\$ 1,583

Depreciation, depletion, and amortization	\$	203	\$	166	\$	738	\$	583
---	----	-----	----	-----	----	-----	----	-----

-more-

---

Halliburton/Page 9

HALLIBURTON COMPANY  
 Revenue and Operating Income Comparison  
 By Segment and Geographic Region  
 (Millions of dollars)  
 (Unaudited)

	Three Months Ended		
	December 31		September 30
	2008	2007	2008
Revenue by geographic region:			
Completion and Production:			
North America	\$ 1,447	\$ 1,206	\$ 1,462
Latin America	283	205	300
Europe/Africa/CIS	533	508	554
Middle East/Asia	380	370	348
Total	2,643	2,289	2,664
Drilling and Evaluation:			
North America	795	662	784
Latin America	389	285	347
Europe/Africa/CIS	607	551	578
Middle East/Asia	476	392	480
Total	2,267	1,890	2,189
Total revenue by region:			
North America	2,242	1,868	2,246
Latin America	672	490	647
Europe/Africa/CIS	1,140	1,059	1,132
Middle East/Asia	856	762	828
Operating income by geographic region (excluding Corporate and other):			
Completion and Production:			
North America	\$ 377	\$ 335	\$ 398
Latin America	60	48	73
Europe/Africa/CIS	124	90	106
Middle East/Asia	98	98	83
Total	659	571	660
Drilling and Evaluation:			
North America	162	162	171
Latin America	92	50	61
Europe/Africa/CIS	136	117	99
Middle East/Asia	139	74	141
Total	529	403	472
Total operating income by region:			
North America	539	497	569
Latin America	152	98	134
Europe/Africa/CIS	260	207	205
Middle East/Asia	237	172	224



See Footnote Table 1 and Footnote Table 2 for a list of significant items included in operating income.  
-more-

---

Halliburton/Page 10

HALLIBURTON COMPANY  
Revenue and Operating Income Comparison  
By Segment and Geographic Region  
(Millions of dollars)  
(Unaudited)

	Year Ended December 31	
	2008	2007
Revenue by geographic region:		
Completion and Production:		
North America	\$	\$ 4,655
	5,348	
Latin America	1,084	756
Europe/Africa/CIS	2,065	1,767
Middle East/Asia	1,438	1,208
Total	9,935	8,386
Drilling and Evaluation:		
North America	2,992	2,478
Latin America	1,341	1,042
Europe/Africa/CIS	2,281	1,933
Middle East/Asia	1,730	1,425
Total	8,344	6,878
Total revenue by region:		
North America	8,340	7,133
Latin America	2,425	1,798
Europe/Africa/CIS	4,346	3,700
Middle East/Asia	3,168	2,633

Operating income by geographic region (excluding Corporate and other):

Completion and Production:		
North America	\$ 1,404	\$ 1,404
Latin America	260	170
Europe/Africa/CIS	409	330
Middle East/Asia	336	295
Total	2,409	2,199
Drilling and Evaluation:		
North America	701	552
Latin America	261	179
Europe/Africa/CIS	448	414
Middle East/Asia	455	340
Total	1,865	1,485
Total operating income by region:		
North America	2,105	1,956
Latin America	521	349
Europe/Africa/CIS	857	744
Middle East/Asia	791	635

See Footnote Table 1 and Footnote Table 2 for a list of significant items included in operating income.

-more-

---

Halliburton/Page 11

## FOOTNOTE TABLE 1

HALLIBURTON COMPANY  
Items Included in Operating Income  
(Millions of dollars except per share data)  
(Unaudited)

	Three Months Ended December 31, 2008		Three Months Ended December 31, 2007		Three Months Ended September 30, 2008	
	Operating Income	After Tax per Share	Operating Income	After Tax per Share	Operating Income	After Tax per Share
Drilling and Evaluation:						
Impairment of oil and gas property	\$	-	\$	(34)	\$	-
Corporate and other:						
Acquisition-related adjustment		-		-		(0.02)
Patent settlement		35		0.02		-

	Year Ended December 31, 2008		Year Ended December 31, 2007	
	Operating Income	After Tax per Share	Operating Income	After Tax per Share
Completion and Production:				
Gain on sale of investment	\$	35	\$	0.02
Drilling and Evaluation:				
Charges for environmental matters		-		(24)
Impairment of oil and gas property		(23)		(0.02)
Gain on sale of investments		25		0.02
Corporate and other:				
Charges for environmental matters		-		(8)
Gain on sale of investment		-		49
Patent settlements		5(a)		-
Acquisition-related adjustment		(22)		(0.02)

(a) Patent settlements in 2008 included a \$35 million gain in the fourth quarter of 2008 partially offset by a \$30 million charge in the second quarter of 2008.

-more-

Halliburton/Page 12

## FOOTNOTE TABLE 2

HALLIBURTON COMPANY  
 Items Included in Operating Income by Geographic Region  
 (Millions of dollars except per share data)  
 (Unaudited)

	Three Months Ended December 31, 2008		Three Months Ended December 31, 2007		Three Months Ended September 30, 2008	
	Operating Income	After Tax per Share	Operating Income	After Tax per Share	Operating Income	After Tax per Share
Middle East/Asia:						
Impairment of oil and gas property	\$	–	\$	–	\$	–
Corporate and other:						
Acquisition-related adjustment		–		–		(0.02)
Patent settlement		35		0.02		–

	Year Ended December 31, 2008		Year Ended December 31, 2007	
	Operating Income	After Tax per Share	Operating Income	After Tax per Share
North America:				
Charges for environmental matters	\$	–	\$	–
Gain on sale of investments		60		0.04
Middle East/Asia:				
Impairment of oil and gas property		(23)		(0.02)
Corporate and other:				
Charges for environmental matters		–		–
Gain on sale of investment		–		49
Patent settlements		5(a)		–
Acquisition-related adjustment		(22)		(0.02)

(a) Patent settlements in 2008 included a \$35 million gain in the fourth quarter of 2008 partially offset by a \$30 million charge in the second quarter of 2008.

###

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HALLIBURTON COMPANY

Date: January 27, 2009

By: /s/ Bruce A. Metzinger  
Bruce A. Metzinger  
Assistant Secretary

