

S Y BANCORP INC  
 Form 4  
 February 21, 2008

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 DAVIS NANCY B

(Last) (First) (Middle)  
 4700 CROFTON ROAD  
 (Street)

LOUISVILLE, KY 40207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 S Y BANCORP INC [SYBT]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/19/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec. Vice President, Treasure

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**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 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                    | 02/19/2008                           |  | A                              | 858   | \$ 0<br>(2)   | 42,950.3201<br>(1)                                       | D   |
| Common Stock                    |                                      |  |                                |   | 6,829   | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   | 9,739.415 (3)   | I  | by<br>401k/ESOP-fbo<br>Nancy Davis                    |

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**

SEC 1474  
 (9-02)

displays a currently valid OMB control number.

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Option (Right to Buy)                      | \$ 11.3989   |                                      |  |                                |   | 10/20/1999 04/20/2009                                    | Common Stock  | 5,466                      |
| Option (Right to Buy)                      | \$ 10  |                                      |  |                                |   | 07/17/2000 01/07/2010                                    | Common Stock  | 5,466                      |
| Option (Right to Buy)                      | \$ 9.8238  |                                      |  |                                |   | 06/21/2001 12/21/2010                                    | Common Stock  | 7,146                      |
| Option (Right to Buy)                      | \$ 16  |                                      |  |                                |   | 06/27/2002 12/27/2011                                    | Common Stock  | 6,826                      |
| Option (Right to Buy)                      | \$ 18.619  |                                      |  |                                |   | 06/17/2003 12/17/2012                                    | Common Stock  | 5,256                      |
| Option (Right to Buy)                      | \$ 20.1714   |                                      |  |                                |   | 06/16/2004 12/16/2013                                    | Common Stock  | 4,726                      |
| Option (Right to Buy)                      | \$ 22.8095   |                                      |  |                                |   | 06/14/2005 12/14/2014                                    | Common Stock  | 6,306                      |
| Option (Right to Buy)                      | \$ 24.0667   |                                      |  |                                |   | 07/17/2006 01/17/2016                                    | Common Stock  | 8,406                      |
| Option (Right to Buy)                      | \$ 26.83   |                                      |  |                                |   | 08/20/2007 02/20/2017                                    | Common Stock  | 5,006                      |
|  | \$ 23.37   | 02/19/2008                           |  | A                              | 3,200   | 08/19/2008 02/19/2018                                    |   | 3,200                      |

