

HEINTZMAN DAVID P
Form 4
December 31, 2012

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 *
HEINTZMAN DAVID P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3019 POPPY WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

LOUISVILLE, KY 40206

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/31/2012 | | S | | 1,000 D \$ 21.9 | 102,272 | D |
| Common Stock | 12/31/2012 | | S | | 1,000 D \$ 21.97 | 101,272 | D |
| Common Stock | 12/31/2012 | | S | | 1,000 D \$ 21.94 | 100,272 | D |
| Common Stock | | | | | | 21,867.0658 | I |
| | | | | | | 4,041 | I |

By
401k/ESOP
- fbo David Heintman
By Spouse

Common
Stock

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (Right to Buy) | \$ 20.1714 | | | | | 06/16/2004 12/16/2013 | Common Stock 15,750 |
| Option (Right to Buy) | \$ 22.8095 | | | | | 06/14/2005 12/14/2014 | Common Stock 25,095 |
| Option (Right to Buy) | \$ 24.0667 | | | | | 07/17/2006 01/17/2016 | Common Stock 31,500 |
| Option (Right to Buy) | \$ 26.83 | | | | | 08/20/2007 02/20/2017 | Common Stock 22,000 |
| Stock Appreciation Right | \$ 23.37 | | | | | 08/19/2008 02/19/2018 | Common Stock 13,500 |
| Stock Appreciation Right | \$ 22.14 | | | | | 02/17/2010 02/17/2019 | Common Stock 12,300 |
| Stock Appreciation Right | \$ 21.03 | | | | | 02/16/2011 02/16/2020 | Common Stock 17,550 |

| | | | | | |
|--------------------------------|----------|------------|------------|-----------------|--------|
| Stock Appreciation Right | \$ 23.76 | 03/15/2012 | 03/15/2021 | Common Stock | 14,382 |
| Stock Appreciation Right | \$ 22.86 | 02/20/2013 | 02/20/2022 | Common Stock | 24,274 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206 | X | | Chairman & CEO | |

Signatures

//David P.
Heintzman 12/31/2012

__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).

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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