

S Y BANCORP INC
Form 4
August 01, 2006

FORM 4

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

OMB APPROVAL

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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 *
THOMPSON KATHY C

(Last) (First) (Middle)
6804 FAIRWAY VIEW CT.

(Street)

PROSPECT, KY 40059

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2006

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)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/28/2006 | | S | 900 | D \$ 29.4202 | 41,229.0586 (2) | D |
| Common Stock | 07/31/2006 | | S | 1,452 | D \$ 29.24 | 39,777.0586 | D |
| Common Stock | | | | | | 9,430.5466 (1) | I |

By
ESOP/401k-fbo
Kathy
Thompson

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

SEC 1474
(9-02)

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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) | 8. Price or Value 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) | \$ 24.0667 <u>(12)</u> | | | | | 07/17/2006 | 11/07/2016 | Common Stock | 14,700 <u>(12)</u> |
| Option (Right to Buy) | \$ 6.9048 <u>(3)</u> | | | | | 07/03/1997 | 01/03/2007 | Common Stock | 4,200 <u>(3)</u> |
| Option (Right to Buy) | \$ 9.7619 <u>(4)</u> | | | | | 07/08/1998 | 01/08/2008 | Common Stock | 4,200 <u>(4)</u> |
| Option (Right to Buy) | \$ 11.3989 <u>(5)</u> | | | | | 10/20/1999 | 04/20/2009 | Common Stock | 6,720 <u>(5)</u> |
| Option (Right to Buy) | \$ 10 <u>(6)</u> | | | | | 07/07/2000 | 01/07/2010 | Common Stock | 7,350 <u>(6)</u> |
| Option (Right to Buy) | \$ 9.8238 <u>(7)</u> | | | | | 06/21/2001 | 12/21/2010 | Common Stock | 9,450 <u>(7)</u> |
| Option (Right to Buy) | \$ 16 <u>(8)</u> | | | | | 06/27/2001 | 12/27/2011 | Common Stock | 8,400 <u>(8)</u> |
| Option (Right to Buy) | \$ 18.619 <u>(9)</u> | | | | | 06/17/2003 | 12/17/2012 | Common Stock | 7,140 <u>(9)</u> |
| Option (Right to Buy) | \$ 20.1714 <u>(10)</u> | | | | | 06/16/2004 | 12/16/2013 | Common Stock | 9,765 <u>(10)</u> |

| | | | | | |
|--------------------------|---------------------------|------------|------------|-----------------|----------------------|
| Option (Right to Buy) | \$ 22.8095 <u>(11)</u> | 06/14/2005 | 06/14/2014 | Common Stock | 9,345 <u>(11)</u> |
|--------------------------|---------------------------|------------|------------|-----------------|----------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON KATHY C 6804 FAIRWAY VIEW CT. PROSPECT, KY 40059 | X | | Executive Vice President | |

Signatures

//Kathy C.
Thompson

08/01/2006

 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) Additional shares as a result of 5% stock dividend payable on May 26, 2006.
- (2) Includes 1996.40463 additional shares from 5% stock dividend paid on 5/26/06
- (3) This option was previously reported as covering 4,000 options at \$7.25 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (4) This option was previously reported as covering 4,000 options at \$10.25 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (5) This option was previously reported as covering 6,400 options at \$11.9688 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (6) This option was previously reported as covering 7,000 options at \$10.50 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (7) This option was previously reported as covering 9,000 options at \$10.315 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (8) This option was previously reported as covering 8,000 options at \$16.80 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (9) This option was previously reported as covering 6,800 options at \$19.55 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (10) This option was previously reported as covering 9,765 options at \$21.18 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (11) This option was previously reported as covering 8,900 options at \$23.95 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (12) This option was previously reported as covering 14,000 options at \$25.27 per share, but was adjusted to reflect the 5/26/06 stock dividend.

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.