

DAVIS NANCY B
Form 4
August 22, 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 *
DAVIS NANCY B

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

4700 CROFTON ROAD

08/20/2012

Exec. Vice President, Treasure

(Street)

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

LOUISVILLE, KY 40207

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/02/2012 | | G | 45 D (2) | 52,719.2443 | D | |
| Common Stock | 08/20/2012 | | F | 4,105 D (3) | 48,638.0561 (1) | D | |
| Common Stock | 08/20/2012 | | M | 5,250 A (4) | 53,888.0561 | D | |
| Common Stock | | | | | 14,067.8137 | I | by 401k/ESOP-fbo Nancy Davis |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option (Right to Buy) | \$ 18.619 | 08/20/2012 | | M | 5,250 | 06/17/2003 | 12/17/2012 | Common Stock | 5,250 |
| Option (Right to Buy) | \$ 20.1714 | | | | | 06/16/2004 | 12/16/2013 | Common Stock | 4,720 |
| Option (Right to Buy) | \$ 22.8095 | | | | | 06/14/2005 | 12/14/2014 | Common Stock | 6,300 |
| Option (Right to Buy) | \$ 24.0667 | | | | | 07/17/2006 | 01/17/2016 | Common Stock | 8,400 |
| Option (Right to Buy) | \$ 26.83 | | | | | 08/20/2007 | 02/20/2017 | Common Stock | 5,000 |
| Stock Appreciation Right | \$ 23.37 | | | | | 08/19/2008 | 02/19/2018 | Common Stock | 3,200 |
| Stock Appreciation Right | \$ 22.14 | | | | | 02/17/2010 | 02/17/2019 | Common Stock | 3,000 |
| Stock Appreciation Right | \$ 21.03 | | | | | 02/16/2011 | 02/16/2020 | Common Stock | 5,820 |
| Stock Appreciation | \$ 23.76 | | | | | 03/15/2012 | 03/15/2021 | Common Stock | 3,480 |

Right

Stock

Appreciation \$ 22.86

Right

02/20/2013 02/20/2022

Common Stock 6,12

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIS NANCY B 4700 CROFTON ROAD LOUISVILLE, KY 40207 | | | Exec. Vice President, Treasure | |

Signatures

//Nancy B. 08/22/2012
Davis

 Signature of Date
Reporting Person

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) Includes shares acquired through dividend reinvestment plan.
- (2) Gift to charitable organization.
- (3) Surrender shares to exercise options.
- (4) Stock option exercise.

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.