

GATTI WILLIAM J
Form 4
October 26, 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 *
GATTI WILLIAM J

(Last) (First) (Middle)

43 SOUTH NINTH STREET

(Street)

INDIANA, PA 15701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S&T BANCORP INC [STBA]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/24/2006 | | M | 5,000 A \$ 15.4375 | 26,117 | D | |
| Common Stock | 10/25/2006 | | S | 5,000 D \$ 33.5046 | 21,117 | D | |

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 19.8125 | | | | | 06/18/2001 12/18/2010 | Common Stock | 5,000 |
| Stock Options (Right to buy) | \$ 20.375 | | | | | 06/15/1998 12/15/2007 | Common Stock | 5,000 |
| Stock Options (Right to buy) | \$ 22.875 | | | | | 06/20/2000 12/20/2009 | Common Stock | 5,000 |
| Stock Options (Right to buy) | \$ 24.4 | | | | | 06/17/2002 12/17/2011 | Common Stock | 5,000 |
| Stock Options (Right to buy) | \$ 26.6 | | | | | 01/01/2004 12/16/2012 | Common Stock | 3,000 |
| Stock Options (Right to buy) | \$ 27.75 | | | | | 06/21/1999 12/21/2008 | Common Stock | 5,000 |
| Stock Options (Right to buy) | \$ 29.965 | | | | | 01/01/2005 12/15/2013 | Common Stock | 2,500 |
| Stock Options (Right to buy) | \$ 37.08 | | | | | (1) 12/20/2014 | Common Stock | 2,500 |
| Stock Options | \$ 37.855 | | | | | 01/01/2007 12/19/2015 | Common Stock | 2,500 |

(Right to buy)

Stock

| | | | | | | | | | |
|---------------------------|------------|------------|--|---|-------|-----|------------|--------------|-------|
| Options (Right to buy) | \$ 15.4375 | 10/24/2006 | | M | 5,000 | (3) | 12/16/2006 | Common Stock | 5,000 |
|---------------------------|------------|------------|--|---|-------|-----|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GATTI WILLIAM J 43 SOUTH NINTH STREET INDIANA, PA 15701 | X | | | |

Signatures

| | |
|---|------------|
| Timothy P. McKee POA for William J. Gatti | 10/26/2006 |
|---|------------|

__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) On 06/20/05 the Board of Directors approved the accelerated vesting of the 12/20/04 stock options. These options became immediately exercisable.
- (2) 25% vesting on 01/01/07, 25% vesting 01/01/08, 25% vesting on 01/01/09, 25% vesting on 01/01/10
- (3) Exercisable on 06/16/97

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.