

BRICE THOMAS A
Form 4/A
December 31, 2008

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 *
BRICE THOMAS A

(Last) (First) (Middle)

800 PHILADELPHIA 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)
12/26/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
12/30/2008

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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/26/2008		J ⁽¹⁾		3,545	D	\$ 0 0
Common Stock					70,592	D	
Common Stock					48,132	I	Wife
Common Stock					1,664	I	Wife - Ira

Thomas A
Brice Exec
Est Of
David C
Brice

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.875					06/20/2000 12/20/2009	Common Stock	5,000
Stock Options (Right to Buy)	\$ 19.8125					06/18/2001 12/18/2010	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)	\$ 29.965					01/01/2005 12/15/2013	Common Stock	2,500
Stock Options (Right to Buy)	\$ 37.08					01/01/2006 12/20/2014	Common Stock	2,500

Stock					
Options	\$ 37.855	01/01/2007 ⁽²⁾	12/19/2015	Common	2,500
(Right to Buy)				Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRICE THOMAS A 800 PHILADELPHIA STREET INDIANA, PA 15701		X		

Signatures

/s/ Timothy P. McKee POA for Thomas A. Brice	12/31/2008
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__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) Settlement of David C. Brice Estate 12/26/08. All shares were distributed.
- (2) 25% vesting on 01/01/07, 25% vesting on 01/01/08, 25% vesting on 01/01/09 and 25% vesting on 01/01/10

Remarks:

This form amended to include all current holdings.

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.