

S Y BANCORP INC  
Form 4  
October 02, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BROOKS DAVID H**

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)  
**4010 FOX MEADOW WAY**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/01/2008**

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

**PROSPECT, KY 40059**

(City) (State) (Zip)

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

**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                    | 07/29/2008                           |  | P                              | 6.766 A   | \$ 30.99  | 1,240.192  | D   |
| Common Stock                    | 07/29/2008                           |  | S                              | 2,000 D   | \$ 25.3266  | 61,293   | D   |
| Common Stock                    | 07/29/2008                           |  | S                              | 2,000 D   | \$ 25.3501  | 59,293   | D   |
| Common Stock                    | 07/29/2008                           |  | S                              | 2,000 D   | \$ 25.2546  | 57,293   | D   |
| Common Stock                    | 07/29/2008                           |  | S                              | 2,000 D   | \$ 25.2105  | 55,293   | D   |
|                                 | 07/29/2008                           |  | S                              | 2,000 D   |   | 53,293   | D   |

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|              |            |  |   |       |            |            |             |   |                                    |
|--------------|------------|--|---|-------|------------|------------|-------------|---|------------------------------------|
| Common Stock |            |  |   |       | \$ 25.1996 |            |             |   |                                    |
| Common Stock | 07/29/2008 |  | S | 2,720 | D          | \$ 25.0911 | 50,573      | D |                                    |
| Common Stock |            |  |   |       |            |            | 55,260.2002 | I | By Spouse                          |
| Common Stock |            |  |   |       |            |            | 1,233.426   | I | Trust-Directors Deferred Comp Plan |

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) | 8. Price or Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Option (Right to Buy)                      | \$ 18.619  |                                      |  |                                |   | 06/17/2003 12/17/2012                                    | Common Stock  | 19,530   |
| Option (Right to Buy)                      | \$ 20.1714   |                                      |  |                                |   | 06/16/2004 12/16/2013                                    | Common Stock  | 17,535   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BROOKS DAVID H<br>4010 FOX MEADOW WAY<br>PROSPECT, KY 40059 |               | X         |         |       |

## Signatures

//David H.  
Brooks

10/02/2008

\_\_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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