DAVIS NANCY B Form 4

September 20, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DAVIS NANCY B** Issuer Symbol S Y BANCORP INC [SYBT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ __ Other (specify 4700 CROFTON ROAD 09/17/2010 below) Exec. Vice President, Treasure (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LOUISVILLE, KY 40207 Person

(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. Transactic Code (Instr. 8)	str. 8) (Instr. 3,))	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)			
Commo Stock	n 09/17/2010		F	2,936	(D)	(<u>1</u>)	47,293.7707 (3)	D				
Commo Stock	n 09/17/2010		M	7,140	A	<u>(2)</u>	54,433.7707	D				
Commo Stock	n						5,829	I	By Spouse			
Commo Stock	n						11,829.7727 (4)	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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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Option (Right to Buy)	\$ 9.8238	09/17/2010		M		7,140	06/21/2001	12/21/2010	Common Stock	7,140
Option (Right to Buy)	\$ 16						06/27/2002	12/27/2011	Common Stock	6,82:
Option (Right to Buy)	\$ 18.619						06/17/2003	12/17/2012	Common Stock	5,25
Option (Right to Buy)	\$ 20.1714						06/16/2004	12/16/2013	Common Stock	4,72:
Option (Right to Buy)	\$ 22.8095						06/14/2005	12/14/2014	Common Stock	6,30
Option (Right to Buy)	\$ 24.0667						07/17/2006	01/17/2016	Common Stock	8,40
Option (Right to Buy)	\$ 26.83						08/20/2007	02/20/2017	Common Stock	5,00
Stock Appreciation Right	\$ 23.37						08/19/2008	02/19/2018	Common Stock	3,20
Stock Appreciation	\$ 22.14						02/17/2010	02/17/2019	Common Stock	3,000

Right

Stock

Appreciation \$21.03

02/16/2011 02/16/2020

Common Stock

5,82

Right

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. 09/20/2010 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) Surrendered shares to exercise options
- (2) Exercise incentive stock options
- (3) Includes shares acquired through dividend reinvestment plan
- (4) Includes 2009 employer contribution

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