

HEINTZMAN DAVID P
Form 4
January 19, 2006

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 *
HEINTZMAN DAVID P

(Last) (First) (Middle)
3019 POPPY WAY
(Street)

LOUISVILLE, KY 40206

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S Y BANCORP INC [SYI]

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2006

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)
Chairman & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | 66,727 | D | |
| Common Stock | | | | (A) or (D) | 5,298 | I | By Spouse |
| Common Stock | | | | (A) or (D) | 4,021.1621 | I | By Minor Child |
| Common Stock | | | | (A) or (D) | 14,766.6072 | I | by 401k/ESOP-fbo David Heintzman |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (Right to Buy) | \$ 25.27 | 01/17/2006 | | M | 30,000 | 07/17/2006 01/17/2016 | Common Stock 30,000 |
| Option (Right to Buy) | \$ 7.25 | | | | | 07/03/1997 01/03/2007 | Common Stock 8,000 |
| Option (Right to Buy) | \$ 10.25 | | | | | 07/08/1998 01/08/2008 | Common Stock 4,000 |
| Option (Right to Buy) | \$ 11.9688 | | | | | 07/12/1999 01/12/2009 | Common Stock 12,800 |
| Option (Right to Buy) | \$ 11.9688 | | | | | 10/20/1999 04/20/2009 | Common Stock 4,400 |
| Option (Right to Buy) | \$ 10.5 | | | | | 07/07/2000 01/07/2010 | Common Stock 19,800 |
| Option (Right to Buy) | \$ 10.315 | | | | | 06/21/2000 12/21/2010 | Common Stock 26,000 |
| Option (Right to Buy) | \$ 16.8 | | | | | 06/27/2001 12/27/2011 | Common Stock 20,000 |
| Option (Right to Buy) | \$ 19.55 | | | | | 06/17/2002 12/17/2012 | Common Stock 15,800 |

| | | | | | |
|--------------------------|----------|------------|------------|-----------------|--------|
| Option (Right to Buy) | \$ 21.18 | 06/16/2004 | 12/16/2013 | Common Stock | 15,000 |
| Option (Right to Buy) | \$ 23.95 | 06/14/2005 | 12/14/2014 | Common Stock | 23,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206 | X | | Chairman & CEO | |

Signatures

//David P.
Heintzman

01/19/2006

__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) Option Grant

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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