

S Y BANCORP INC
 Form 4
 February 21, 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 *
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 [SYBT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2008

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	02/19/2008		A	V Amount (A) or (D) Price \$ 0 (2)	3,995 A 76,413	D	
Common Stock					4,583	I	By Spouse
Common Stock					2,532.4959 (1)	I	By Minor Child
Common Stock					18,888.3732 (3)	I	By 401k/ESOP - fbo David Heintman

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 11.3989					07/12/1999 01/12/2009	Common Stock 13,4
Option (Right to Buy)	\$ 11.3989					10/20/1999 04/20/2009	Common Stock 4,6
Option (Right to Buy)	\$ 10					07/07/2000 01/07/2010	Common Stock 20,7
Option (Right to Buy)	\$ 9.8238					06/21/2000 12/21/2010	Common Stock 27,3
Option (Right to Buy)	\$ 16					06/27/2001 12/27/2011	Common Stock 21,0
Option (Right to Buy)	\$ 18.619					06/17/2002 12/17/2012	Common Stock 16,5
Option (Right to Buy)	\$ 20.1714					06/16/2004 12/16/2013	Common Stock 15,7
Option (Right to Buy)	\$ 22.8095					06/14/2005 12/14/2014	Common Stock 25,0
Option (Right to Buy)	\$ 24.0667					07/17/2006 01/17/2016	Common Stock 31,5

Option (Right to Buy)	\$ 26.83					08/20/2007	02/20/2017	Common Stock	22,0
Stock Appreciation Right	\$ 23.37	02/19/2008		A	13,500	08/19/2008	02/19/2018	Common Stock	13,5

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 02/21/2008

 **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) Includes 12.9958 shares acquired on 1/2/08 under dividend reinvestment plan
 - (2) Restricted stock award
 - (3) Includes 2007 annual employer contribution

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