

S Y BANCORP INC
Form 4
August 01, 2006

FORM 4

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

OMB APPROVAL

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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 *
THOMPSON KATHY C

(Last) (First) (Middle)

6804 FAIRWAY VIEW CT.

(Street)

PROSPECT, KY 40059

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2006

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)

Executive Vice President

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	07/28/2006		S	900	D \$ 29.4202	41,229.0586 (2)	D
Common Stock	07/31/2006		S	1,452	D \$ 29.24	39,777.0586	D
Common Stock						9,430.5466 (1)	I

By
ESOP/401k-fbo
Kathy
Thompson

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Value 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)	\$ 24.0667 <u>(12)</u>					07/17/2006	11/07/2016	Common Stock	14,700 <u>(12)</u>
Option (Right to Buy)	\$ 6.9048 <u>(3)</u>					07/03/1997	01/03/2007	Common Stock	4,200 <u>(3)</u>
Option (Right to Buy)	\$ 9.7619 <u>(4)</u>					07/08/1998	01/08/2008	Common Stock	4,200 <u>(4)</u>
Option (Right to Buy)	\$ 11.3989 <u>(5)</u>					10/20/1999	04/20/2009	Common Stock	6,720 <u>(5)</u>
Option (Right to Buy)	\$ 10 <u>(6)</u>					07/07/2000	01/07/2010	Common Stock	7,350 <u>(6)</u>
Option (Right to Buy)	\$ 9.8238 <u>(7)</u>					06/21/2001	12/21/2010	Common Stock	9,450 <u>(7)</u>
Option (Right to Buy)	\$ 16 <u>(8)</u>					06/27/2001	12/27/2011	Common Stock	8,400 <u>(8)</u>
Option (Right to Buy)	\$ 18.619 <u>(9)</u>					06/17/2003	12/17/2012	Common Stock	7,140 <u>(9)</u>
Option (Right to Buy)	\$ 20.1714 <u>(10)</u>					06/16/2004	12/16/2013	Common Stock	9,765 <u>(10)</u>

Option (Right to Buy)	\$ 22.8095 <u>(11)</u>	06/14/2005	06/14/2014	Common Stock	9,345 <u>(11)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON KATHY C 6804 FAIRWAY VIEW CT. PROSPECT, KY 40059	X		Executive Vice President	

Signatures

//Kathy C.
Thompson

08/01/2006

 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) Additional shares as a result of 5% stock dividend payable on May 26, 2006.
- (2) Includes 1996.40463 additional shares from 5% stock dividend paid on 5/26/06
- (3) This option was previously reported as covering 4,000 options at \$7.25 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (4) This option was previously reported as covering 4,000 options at \$10.25 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (5) This option was previously reported as covering 6,400 options at \$11.9688 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (6) This option was previously reported as covering 7,000 options at \$10.50 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (7) This option was previously reported as covering 9,000 options at \$10.315 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (8) This option was previously reported as covering 8,000 options at \$16.80 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (9) This option was previously reported as covering 6,800 options at \$19.55 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (10) This option was previously reported as covering 9,765 options at \$21.18 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (11) This option was previously reported as covering 8,900 options at \$23.95 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (12) This option was previously reported as covering 14,000 options at \$25.27 per share, but was adjusted to reflect the 5/26/06 stock dividend.

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.