

Stinnett Thomas C
Form 4
February 21, 2013

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 *
Stinnett Thomas C

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)
3814 ROCK BAY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

LOUISVILLE, KY 40245

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

(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. 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) Code V Amount (D) Price			
Common Stock	02/19/2013		F	92 D \$ 22.89	6,050.812 (2)	D	
Common Stock	02/20/2013		F	168 D \$ 22.7	5,882.812	D	
Common Stock					260.614 (2)	I	By Spouse
Common Stock					4,559.6637	I	by 401k/ESOP-fbo Thomas Stinnett

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 20.1714					12/16/2004	12/16/2013	Common Stock	1,78
Option (right to buy)	\$ 22.8095					12/14/2005	12/14/2014	Common Stock	2,41
Option (right to buy)	\$ 24.0667					01/17/2007	01/17/2016	Common Stock	3,15
Option (right to buy)	\$ 26.83					02/20/2008	02/20/2017	Common Stock	3,00
Stock Appreciation Right	\$ 23.37					02/19/2009	02/19/2018	Common Stock	2,20
Stock Appreciation Right	\$ 22.14					02/17/2010	02/17/2019	Common Stock	2,00
Stock Appreciation Right	\$ 21.03					02/16/2011	02/16/2020	Common Stock	2,00
Stock Appreciation Right	\$ 23.76					03/15/2012	03/15/2021	Common Stock	2,82
Stock Appreciation Right	\$ 22.86					02/20/2013	02/20/2022	Common Stock	5,17
Stock Appreciation Right	\$ 22.89	02/19/2013		A	7,668	02/19/2014	02/19/2023	Common Stock	7,66

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stinnett Thomas C 3814 ROCK BAY DRIVE LOUISVILLE, KY 40245			Executive Vice President	

Signatures

//Thomas C.
Stinnett

02/21/2013

__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) Stock Appreciation Right grant
 - (2) Includes shares acquired through dividend reinvestment

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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