

S Y BANCORP INC
Form 4
August 16, 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 *
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)
08/14/2006

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					73,872	D	
Common Stock	08/11/2006		G	550 D (11)	5,012	I	By Spouse
Common Stock					3,418.2226	I	By Minor Child
Common Stock					16,782.1332	I	By 401k/ESOP - fbo David Heintman
	08/11/2006		G	550 A (12)	550	I	

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Common Stock								By Adult Daughter	
Common Stock	08/14/2006		S	550	D	\$ 26.8	0	I	By Adult Daughter

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)	8. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 24.0667 <u>(1)</u>					07/17/2006	01/17/2016	Common Stock	31,500 <u>(1)</u>
Option (Right to Buy)	\$ 9.7619 <u>(2)</u>					07/08/1998	01/08/2008	Common Stock	4,200 <u>(2)</u>
Option (Right to Buy)	\$ 11.3989 <u>(3)</u>					07/12/1999	01/12/2009	Common Stock	13,440 <u>(3)</u>
Option (Right to Buy)	\$ 11.3989 <u>(4)</u>					10/20/1999	04/20/2009	Common Stock	4,620 <u>(4)</u>
Option (Right to Buy)	\$ 10 <u>(5)</u>					07/07/2000	01/07/2010	Common Stock	20,790 <u>(5)</u>
Option (Right to Buy)	\$ 9.8238 <u>(6)</u>					06/21/2000	12/21/2010	Common Stock	27,300 <u>(6)</u>
	\$ 16 <u>(7)</u>					06/27/2001	12/27/2011		

Option (Right to Buy)				Common Stock	21,000 <u>(7)</u>
Option (Right to Buy)	\$ 18.619 <u>(8)</u>	06/17/2002	12/17/2012	Common Stock	16,590 <u>(8)</u>
Option (Right to Buy)	\$ 20.1714 <u>(9)</u>	06/16/2004	12/16/2013	Common Stock	15,750 <u>(9)</u>
Option (Right to Buy)	\$ 22.8095 <u>(10)</u>	06/14/2005	12/14/2014	Common Stock	25,095 <u>(10)</u>

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 08/16/2006

 **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) This option was previously reported as covering 30,000 shares at an exercise price of \$25.27 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
 - (2) This option was previously reported as covering 4,000 shares at \$10.25 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
 - (3) This option was previously reported as covering 12,800 shares at \$11.9688 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
 - (4) This option was previously reported as covering 4,400 shares at \$11.9688 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
 - (5) This option was previously reported as covering 19,800 shares at \$10.50 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
 - (6) This option was previously reported as covering 26,000 shares at \$10.315 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
 - (7) This option was previously reported as covering 20,000 shares at \$16.80 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
 - (8) This option was previously reported as covering 15,800 shares at \$19.55 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.

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- (9) This option was previously reported as covering 15,000 shares at \$21.18 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
- (10) This option was previously reported as covering 23,900 shares at \$23.95 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
- (11) 550 shares gift to her adult daughter.
- (12) 550 shares gift from mother

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.