

S Y BANCORP INC  
 Form 4  
 March 03, 2014

**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

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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)  
 02/28/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 02/28/2014                           |  | M                              | 4,000 A \$ 101,928  |   | D  |  |
| Common Stock                    | 02/28/2014                           |  | S                              | 4,000 D \$ 29.8191  | 97,928  | D  |  |
| Common Stock                    |                                      |  |                                |   | 21,499.4887   | I  | By 401k/ESOP - fbo David Heintman          |
| Common Stock                    |                                      |  |                                |   | 4,041   | I  | By Spouse                                  |

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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)                      | \$ 22.8095   | 02/28/2014                           |  | M                              |   | 4,000  |     | 06/14/2005  | 12/14/2014      | Common Stock | 4,000                      |
| Option (Right to Buy)                      | \$ 24.0667   |                                      |  |                                |   |  |     | 07/17/2006  | 01/17/2016      | Common Stock | 31,500                     |
| Option (Right to Buy)                      | \$ 26.83   |                                      |  |                                |   |  |     | 08/20/2007  | 02/20/2017      | Common Stock | 22,000                     |
| Stock Appreciation Right                   | \$ 23.37   |                                      |  |                                |   |  |     | 08/19/2008  | 02/19/2018      | Common Stock | 13,500                     |
| Stock Appreciation Right                   | \$ 22.14   |                                      |  |                                |   |  |     | 02/17/2010  | 02/17/2019      | Common Stock | 12,300                     |
| Stock Appreciation Right                   | \$ 21.03   |                                      |  |                                |   |  |     | 02/16/2011  | 02/16/2020      | Common Stock | 17,500                     |
| Stock Appreciation Right                   | \$ 23.76   |                                      |  |                                |   |  |     | 03/15/2012  | 03/15/2021      | Common Stock | 14,380                     |
| Stock Appreciation Right                   | \$ 22.86   |                                      |  |                                |   |  |     | 02/20/2013  | 02/20/2022      | Common Stock | 24,270                     |
| Stock Appreciation                         | \$ 22.89   |                                      |  |                                |   |  |     | 02/19/2014  | 02/19/2023      | Common Stock | 16,670                     |

Right

Stock

Appreciation \$ 29.05

Right

02/14/2015 02/14/2024

Common  
Stock

19,32

## Reporting Owners

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

## Signatures

//David P.

Heintzman

03/03/2014

\*\*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) Exercise of stock options.

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