

S Y BANCORP INC
 Form 4
 December 15, 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)
 12/12/2008

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	12/12/2008		M	2,772 A	72,081	D	
Common Stock	12/12/2008		S	2,772 D	\$ 26 69,309	D	
Common Stock					3,495	I	By Spouse
Common Stock					1,119.1749	I	By Minor Child
Common Stock					18,888.3732	I	By 401k/ESOP - fbo David

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

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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 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	12/12/2008		M	2,772	07/12/1999 01/12/2009	Common Stock 2,772
Option (Right to Buy)	\$ 11.3989					10/20/1999 04/20/2009	Common Stock 4,620
Option (Right to Buy)	\$ 10					07/07/2000 01/07/2010	Common Stock 20,790
Option (Right to Buy)	\$ 9.8238					06/21/2000 12/21/2010	Common Stock 27,300
Option (Right to Buy)	\$ 16					06/27/2001 12/27/2011	Common Stock 21,000
Option (Right to Buy)	\$ 18.619					06/17/2002 12/17/2012	Common Stock 16,590
Option (Right to Buy)	\$ 20.1714					06/16/2004 12/16/2013	Common Stock 15,750
Option (Right to Buy)	\$ 22.8095					06/14/2005 12/14/2014	Common Stock 25,090

