

HEINTZMAN DAVID P

Form 4

May 29, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
05/27/2009

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/27/2009		F		3,930	D	\$ 25.44	74,213	D
Common Stock	05/27/2009		M		9,998	A	<u>11</u>	84,211	D
Common Stock								3,495	I
Common Stock								1,134.0118 <u>(2)</u>	I
Common Stock								20,219.1823	I
									By Spouse
									By Minor Child
									By 401k/ESOP - fbo David

Heintzman

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 (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)	\$ 10	05/27/2009		M	9,998	07/07/2000	01/07/2010	Common Stock	20,79
Option (Right to Buy)	\$ 9.8238					06/21/2000	12/21/2010	Common Stock	27,30
Option (Right to Buy)	\$ 16					06/27/2001	12/27/2011	Common Stock	21,00
Option (Right to Buy)	\$ 18.619					06/17/2002	12/17/2012	Common Stock	16,59
Option (Right to Buy)	\$ 20.1714					06/16/2004	12/16/2013	Common Stock	15,75
Option (Right to Buy)	\$ 22.8095					06/14/2005	12/14/2014	Common Stock	25,09
Option (Right to Buy)	\$ 24.0667					07/17/2006	01/17/2016	Common Stock	31,50
Option (Right to Buy)	\$ 26.83					08/20/2007	02/20/2017	Common Stock	22,00

Stock							
Appreciation	\$ 23.37			08/19/2008	02/19/2018	Common	13,50
Right						Stock	
Stock							
Appreciation	\$ 22.14			02/17/2010	02/17/2019	Common	12,30
Right						Stock	

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 05/29/2009

__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) Exercise of options

(2) Includes shares acquired through dividend reinvestment plan

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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