

DAVIS NANCY B  
Form 4  
August 25, 2008

**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

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 \*  
DAVIS NANCY B

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)  
4700 CROFTON ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
08/22/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. Vice President, Treasure

(Street)  
LOUISVILLE, KY 40207

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)
Common Stock	08/22/2008		F	(A) or (D) Code V Amount (D) Price 163 D \$ 27.02	41,186.3201	D	
Common Stock					6,829	I	By Spouse
Common Stock					9,739.415	I	by 401k/ESOP-fbo Nancy Davis

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Option (Right to Buy)	\$ 11.3989					10/20/1999      04/20/2009	Common Stock      5,460
Option (Right to Buy)	\$ 10					07/17/2000      01/07/2010	Common Stock      5,460
Option (Right to Buy)	\$ 9.8238					06/21/2001      12/21/2010	Common Stock      7,140
Option (Right to Buy)	\$ 16					06/27/2002      12/27/2011	Common Stock      6,825
Option (Right to Buy)	\$ 18.619					06/17/2003      12/17/2012	Common Stock      5,250
Option (Right to Buy)	\$ 20.1714					06/16/2004      12/16/2013	Common Stock      4,725
Option (Right to Buy)	\$ 22.8095					06/14/2005      12/14/2014	Common Stock      6,300
Option (Right to Buy)	\$ 24.0667					07/17/2006      01/17/2016	Common Stock      8,400
Option (Right to Buy)	\$ 26.83					08/20/2007      02/20/2017	Common Stock      5,000

Stock					
Appreciation	\$ 23.37		08/19/2008	02/19/2018	Common Stock 3,200
Right					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS NANCY B 4700 CROFTON ROAD LOUISVILLE, KY 40207			Exec. Vice President, Treasure	

## Signatures

//Nancy B. Davis	08/25/2008
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**Signature of Reporting Person	Date
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## 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).

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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