

HEINTZMAN DAVID P  
Form 4  
December 26, 2012

**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)  
12/20/2012

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                    | 12/21/2012                           |  | G                              | V 100 D 11 103,272  |   | D  |   |
| Common Stock                    | 12/20/2012                           |  | G                              | V 546 A 2 4,041   |   | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   | 21,867.0658   | I  | By 401k/ESOP - fbo David Heintman                     |

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)                      | \$ 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      25,095                                      |
| 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      17,550                                      |
| Stock Appreciation Right                   | \$ 23.76   |                                      |  |                                |   | 03/15/2012      03/15/2021                               | Common Stock      14,382                                      |
| Stock Appreciation Right                   | \$ 22.86   |                                      |  |                                |   | 02/20/2013      02/20/2022                               | Common Stock      24,274                                      |

## 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 12/26/2012

    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) Shares gifted to charitable organization
- (2) Received shares as gift

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.