

THOMPSON KATHY C
Form 4
February 22, 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 *
THOMPSON KATHY C

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)
6804 FAIRWAY VIEW CT.

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

Sr. Executive Vice President

(Street)

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

PROSPECT, KY 40059

(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 | 02/20/2012 | | A | 2,565 A | 41,215.8811 | D | |
| Common Stock | | | | | 14,763.4342 | I | |

By
ESOP/401k-fbo
Kathy
Thompson

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (Right to Buy) | \$ 18.619 | | | | | 06/17/2003 12/17/2012 | Common Stock 7,1 |
| Option (Right to Buy) | \$ 20.1714 | | | | | 06/16/2004 12/16/2013 | Common Stock 9,7 |
| Option (Right to Buy) | \$ 22.8095 | | | | | 06/14/2005 06/14/2014 | Common Stock 9,3 |
| Option (Right to Buy) | \$ 24.0667 | | | | | 07/17/2006 11/07/2016 | Common Stock 14,7 |
| Option (Right to Buy) | \$ 26.83 | | | | | 08/20/2007 02/20/2017 | Common Stock 9,5 |
| Stock Appreciation Right | \$ 23.37 | | | | | 08/19/2008 02/19/2018 | Common Stock 6,0 |
| Stock Appreciation Right | \$ 22.14 | | | | | 02/17/2010 02/17/2019 | Common Stock 5,5 |
| Stock Appreciation Right | \$ 21.03 | | | | | 02/16/2011 02/16/2020 | Common Stock 9,0 |
| Stock Appreciation Right | \$ 23.76 | | | | | 03/15/2012 03/15/2021 | Common Stock 6,1 |
| Stock Appreciation Right | \$ 22.86 | 02/20/2012 | | A | 10,640 | 02/20/2013 02/20/2022 | Common Stock 10,6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON KATHY C 6804 FAIRWAY VIEW CT. PROSPECT, KY 40059 | X | | Sr. Executive Vice President | |

Signatures

//Kathy C.
Thompson

02/22/2012

__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) Restricted Stock Grant
- (2) Stock Appreciation Rights Grant

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.