

Hillebrand James A
 Form 4
 December 02, 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 *
 Hillebrand James A

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)
 3116 CRESTMOOR COURT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/28/2008

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

PROSPECT, KY 40059

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 | | | | | 17,902 | D | |
| Common Stock | | | | | 5,863.1676 | I | by ESOP/401k-fbo James Hillebrand |
| Common Stock | | | | | 7,308 | I | by IRA-fbo Lynn Hillebrand |
| Common Stock | 11/28/2008 | | P | 37.736 A | \$ 26.49 145.927 | I | Trust-Directors' Deferred Comp Plan |

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| | | | | Code V (A) (D) | | | |
| Option (Right to Buy) | \$ 16 | | | | | 12/27/2002 12/27/2011 | Common Stock 2,940 |
| Option (Right to Buy) | \$ 18.619 | | | | | 12/17/2003 12/17/2012 | Common Stock 3,150 |
| Option (Right to Buy) | \$ 20.1714 | | | | | 12/16/2004 12/16/2013 | Common Stock 3,150 |
| Option (Right to Buy) | \$ 22.8095 | | | | | 12/14/2005 12/14/2014 | Common Stock 6,300 |
| Option (Right to Buy) | \$ 24.0667 | | | | | 01/17/2007 01/17/2016 | Common Stock 9,450 |
| Option (Right to Buy) | \$ 26.83 | | | | | 02/20/2008 02/20/2017 | Common Stock 6,000 |
| Stock Appreciation Right | \$ 23.37 | | | | | 02/19/2009 02/19/2018 | Common Stock 4,295 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Hillebrand James A 3116 CRESTMOOR COURT PROSPECT, KY 40059 | X | | President | |

Signatures

//James A.
Hillebrand

12/02/2008

__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).

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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