

S Y BANCORP INC  
 Form 4  
 April 28, 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 \*  
 DAVIS NANCY B

(Last) (First) (Middle)  
 4700 CROFTON ROAD  
 (Street)

LOUISVILLE, KY 40207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 S Y BANCORP INC [SYBT]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/25/2008

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)  
 Exec. Vice President, Treasure

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/25/2008		S	1,600 D \$ 25.08	41,350.3201	D	
Common Stock	04/25/2008		G	V 1 D 11	41,349.3201	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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**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)	\$ 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
	\$ 26.83					08/20/2007    02/20/2017	

