

HEINTZMAN DAVID P  
Form 4  
December 12, 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 \*  
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)  
12/10/2008

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)  
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 (D) Price			
Common Stock	09/19/2008		G	V 270 D 2 72,081		D	
Common Stock	12/11/2008		M	728 A 1 72,809		D	
Common Stock	12/11/2008		S	228 D \$ 27 72,581		D	
Common Stock	12/11/2008		S	100 D \$ 27.01 72,481		D	
Common Stock	12/11/2008		S	400 D \$ 26.87 72,081		D	

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Common Stock						3,495	I	By Spouse	
Common Stock	12/10/2008		S	450	D	\$ 28	1,119.1749	I	By Minor Child
Common Stock							18,888.3732	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)

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy)	\$ 11.3989	12/11/2008		M	728	07/12/1999	01/12/2009	Common Stock	728
Option (Right to Buy)	\$ 11.3989					10/20/1999	04/20/2009	Common Stock	4,620
Option (Right to Buy)	\$ 10					07/07/2000	01/07/2010	Common Stock	20,790
Option (Right to Buy)	\$ 9.8238					06/21/2000	12/21/2010	Common Stock	27,300
Option (Right to Buy)	\$ 16					06/27/2001	12/27/2011	Common Stock	21,000
	\$ 18.619					06/17/2002	12/17/2012		16,590

Option (Right to Buy)				Common Stock	
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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206	X		Chairman & CEO	

## Signatures

//David P.  
Heintzman 12/12/2008

         \*\*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) Exercise of stock option
- (2) gifts of stock

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