

S Y BANCORP INC

Form 4

July 29, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
07/26/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec. Vice President, Treasure

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	05/16/2013		G	45 D (3)	54,970.2584	D	
Common Stock	07/10/2013		G	155 D (3)	54,843.0871 (1)	D	
Common Stock	07/26/2013		F	3,418 D (4)	51,425.0871	D	
Common Stock	07/26/2013		M	4,725 A (5)	56,150.0871	D	
Common Stock					15,345.2317 (2)	I	by 401k/ESOP-fbo Nancy Davis

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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	07/26/2013		M		4,725		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
Option (Right to Buy)	\$ 26.83							08/20/2007	02/20/2017	Common Stock	5,000
Stock Appreciation Right	\$ 23.37							08/19/2008	02/19/2018	Common Stock	3,200
Stock Appreciation Right	\$ 22.14							02/17/2010	02/17/2019	Common Stock	3,000
Stock Appreciation Right	\$ 21.03							02/16/2011	02/16/2020	Common Stock	5,820
Stock Appreciation Right	\$ 23.76							03/15/2012	03/15/2021	Common Stock	3,480
	\$ 22.86							02/20/2013	02/20/2022		6,120

Stock
Appreciation
Right

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAVIS NANCY B 4700 CROFTON ROAD LOUISVILLE, KY 40207	Exec. Vice President, Treasure

Signatures

//Nancy B. 07/29/2013
Davis

__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) Includes shares acquired through dividend reinvestment plan.
- (2) Includes annual employer contribution.
- (3) Gift to charitable organization.
- (4) Surrender shares to exercise options.
- (5) Stock option exercise.

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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