

S Y BANCORP INC
 Form 4
 August 16, 2006

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 *
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)
 08/14/2006

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)
Common Stock					73,872	D	
Common Stock	08/11/2006		G	550 D (11)	5,012	I	By Spouse
Common Stock					3,418.2226	I	By Minor Child
Common Stock					16,782.1332	I	By 401k/ESOP - fbo David Heintman
	08/11/2006		G	550 A (12)	550	I	

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Common Stock								By Adult Daughter	
Common Stock	08/14/2006		S	550	D	\$ 26.8	0	I	By Adult Daughter

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 of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 24.0667 <u>(1)</u>					07/17/2006	01/17/2016	Common Stock	31,500 <u>(1)</u>
Option (Right to Buy)	\$ 9.7619 <u>(2)</u>					07/08/1998	01/08/2008	Common Stock	4,200 <u>(2)</u>
Option (Right to Buy)	\$ 11.3989 <u>(3)</u>					07/12/1999	01/12/2009	Common Stock	13,440 <u>(3)</u>
Option (Right to Buy)	\$ 11.3989 <u>(4)</u>					10/20/1999	04/20/2009	Common Stock	4,620 <u>(4)</u>
Option (Right to Buy)	\$ 10 <u>(5)</u>					07/07/2000	01/07/2010	Common Stock	20,790 <u>(5)</u>
Option (Right to Buy)	\$ 9.8238 <u>(6)</u>					06/21/2000	12/21/2010	Common Stock	27,300 <u>(6)</u>
	\$ 16 <u>(7)</u>					06/27/2001	12/27/2011		

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- (9) This option was previously reported as covering 15,000 shares at \$21.18 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
- (10) This option was previously reported as covering 23,900 shares at \$23.95 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
- (11) 550 shares gift to her adult daughter.
- (12) 550 shares gift from mother

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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