

HEINTZMAN DAVID P  
Form 4  
April 29, 2010

**FORM 4**

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

OMB APPROVAL

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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)  
04/28/2010

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/25/2010		G	V 185 D (2)	88,374	D	
Common Stock	04/28/2010		M	5,000 A (1)	93,374	D	
Common Stock	04/28/2010		S	5,000 D \$ 23.587	88,374	D	
Common Stock					3,495	I	By Spouse
Common Stock					21,811.9877 (3)	I	By 401k/ESOP - fbo David

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 (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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 9.8238	04/28/2010		M	5,000	06/21/2000 12/21/2010		Common Stock	5,000
Option (Right to Buy)	\$ 16					06/27/2001 12/27/2011		Common Stock	21,000
Option (Right to Buy)	\$ 18.619					06/17/2002 12/17/2012		Common Stock	16,590
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	25,090
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

Stock

Appreciation \$ 22.14

Right

02/17/2010 02/17/2019

Common  
Stock

12,30

Stock

Appreciation \$ 21.03

Right

02/16/2011 02/16/2020

Common  
Stock

17,55

## 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

04/29/2010

\*\*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).

(1) Exercise of stock option

(2) gifted stock to charitable organization

(3) Includes 2009 401k match and esop employer contribution

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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