

Poindexter Philip
Form 4
February 22, 2012

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 *
Poindexter Philip

(Last) (First) (Middle)
320 MOCKINGBIRD HILL 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)
02/20/2012

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)
Executive Vice President

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	02/20/2012		A		1,719	A	①
Common Stock	02/21/2012		F		42	D	\$ 22.54
Common Stock					3,730.2639	I	ESOP/401k - fbo Philip Poindexter

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option (Right to Buy)	\$ 23.95					12/14/2005 12/14/2014	Common Stock	7,500
Option (Right to Buy)	\$ 25.27					01/17/2007 01/17/2016	Common Stock	9,000
Option (Right to Buy)	\$ 26.83					02/20/2008 02/20/2017	Common Stock	6,000
Stock Appreciation Right	\$ 23.37					02/19/2009 02/19/2018	Common Stock	3,700
Stock Appreciation Right	\$ 22.14					02/17/2010 02/17/2019	Common Stock	3,700
Stock Appreciation Right	\$ 21.03					02/16/2011 02/16/2020	Common Stock	6,850
Stock Appreciation Right	\$ 23.76					03/15/2012 03/15/2021	Common Stock	4,090
Stock Appreciation Right	\$ 22.86	02/20/2012		A	7,132	02/20/2013 02/20/2022	Common Stock	7,132

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Poindexter Philip
320 MOCKINGBIRD HILL ROAD
LOUISVILLE, KY 40207

Executive Vice President

Signatures

//Philip

Poindexter

02/22/2012

**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) Restricted Stock Grant

(2) Stock Appreciation Rights Grant

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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