

S Y BANCORP INC
 Form 4
 February 20, 2014

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 *
 Stinnett Thomas C

(Last) (First) (Middle)
 3814 ROCK BAY DRIVE
 (Street)

LOUISVILLE, KY 40245

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 S Y BANCORP INC [SYBT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2014

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/18/2014		F	66 D \$ 29.05	6,556.353 (1)	D	
Common Stock					266	I	By Spouse
Common Stock					5,388.2543	I	by 401k/ESOP-fbo Thomas Stinnett

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

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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)	\$ 22.8095					12/14/2005 12/14/2014	Common Stock	2,411
Option (right to buy)	\$ 24.0667					01/17/2007 01/17/2016	Common Stock	3,150
Option (right to buy)	\$ 26.83					02/20/2008 02/20/2017	Common Stock	3,000
Stock Appreciation Right	\$ 23.37					02/19/2009 02/19/2018	Common Stock	2,200
Stock Appreciation Right	\$ 22.14					02/17/2010 02/17/2019	Common Stock	2,000
Stock Appreciation Right	\$ 21.03					02/16/2011 02/16/2020	Common Stock	2,000
Stock Appreciation Right	\$ 23.76					03/15/2012 03/15/2021	Common Stock	2,820
Stock Appreciation Right	\$ 22.86					02/20/2013 02/20/2022	Common Stock	5,170
Stock Appreciation Right	\$ 22.89					02/19/2014 02/19/2023	Common Stock	7,660
Stock Appreciation Right	\$ 29.05	02/18/2014		A	4,574	02/18/2015 02/18/2024	Common Stock	4,574

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stinnett Thomas C 3814 ROCK BAY DRIVE LOUISVILLE, KY 40245			Executive Vice President	

Signatures

//Thomas C.
Stinnett

02/20/2014

__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) Includes shares acquired through dividend reinvestment.

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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