S&T BANCORP INC

Form 4

March 25, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RUDDOCK DAVID P Issuer Symbol S&T BANCORP INC [STBA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 800 PHILADELPHIA STREET 03/16/2015 below) SR. EXECUTIVE VICE PRESIDENT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting INDIANA, PA 15701 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Code (Instr. 3, 4 and 5) Beneficially Form:

1. Title of 7. Nature of Security Indirect (Instr. 3) Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 03/16/2015 $A^{(1)}$ 3,581 Α 9,536.574 D 29.1151 Stock Common I 401k 29,828.562 Stock

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		7. Title and A Underlying S (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 37.855					01/01/2007	12/19/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUDDOCK DAVID P 800 PHILADELPHIA STREET INDIANA, PA 15701

SR. EXECUTIVE VICE PRESIDENT

8. Pri Deriv Secur (Instr

Signatures

(1)

/s/ Timothy P. McKee P.O.A. for David P. Ruddock

03/25/2015

Date

**Signature of 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).

On March 16, 2015, the Compensation and Benefits Committee of the Registrant's board of directors approved the grant of restricted stock under the S&T Bancorp, Inc. 2014 Incentive Plan for an incentive under the 2015 S&T Bancorp, Inc. Long Term Incentive Plan. The actual number of shares granted and communicated to the Reporting Person was determined based on the target incentive payout as a percentage of the Reporting Person's base salary on the grant date divided by the average of the high and low prices of S&T Bancorp, Inc. common stock over the 10-day trading period ending on the grant date. One-half of the shares will be earned based on remaining with S&T for three years. The other half will be earned based on S&T's Return on Average Equity and Cumulative Total Shareholder Return performance over a three year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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