

DAVIS NANCY B
Form 5
January 13, 2005

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
DAVIS NANCY B

(Last) (First) (Middle)

4700 CROFTON ROAD

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice Pres, Treas.

6. Individual or Joint/Group Reporting

(check applicable line)

LOUISVILLE, KY 40207

__X__ Form Filed by One Reporting Person
____ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/17/2004	Â	M	24,000 A \$ ⁽¹⁾	48,145.0623	D	Â
Common Stock	Â	Â	Â	Â Â Â	6,504	I	Spouse
Common Stock	Â	Â	Â	Â Â Â	2,863.2174	I	BY ESOP-fbo Nancy Davis
	Â	Â	Â	Â Â Â	3,334.463	I	

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Nancy
Davis

By
401k-fbo
Nancy
Davis

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. D Se (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 7.25	Â	Â	Â	Â Â	07/03/1997 01/03/2007	Common Stock	4,000
Option (Right to Buy)	\$ 10.25	Â	Â	Â	Â Â	07/08/1998 01/08/2008	Common Stock	4,000
Option (Right to Buy)	\$ 11.9688	Â	Â	Â	Â Â	10/20/1999 04/20/2009	Common Stock	5,200
Option (Right to Buy)	\$ 10.5	Â	Â	Â	Â Â	07/17/2000 01/07/2010	Common Stock	5,200
Option (Right to Buy)	\$ 10.315	Â	Â	Â	Â Â	06/21/2001 12/21/2010	Common Stock	6,800
Option (Right to Buy)	\$ 16.8	Â	Â	Â	Â Â	06/27/2002 12/27/2011	Common Stock	6,500
Option (Right to Buy)	\$ 19.55	Â	Â	Â	Â Â	06/17/2003 12/17/2012	Common Stock	5,000

Option (Right to Buy)	\$ 21.18	Â	Â	Â	Â	Â	06/16/2004	12/16/2013	Common Stock	4,500
Option (Right to Buy)	\$ 23.95	Â	Â	Â	Â	Â	06/14/2005	12/14/2014	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS NANCY B 4700 CROFTON ROAD LOUISVILLE, KY 40207	Â	Â	Â Executive Vice Pres, Treas.	Â

Signatures

//Nancy B.
Davis 01/14/2005

__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 options

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