

S Y BANCORP INC  
 Form 4  
 April 23, 2014

**FORM 4**

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

OMB APPROVAL

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**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)  
 04/21/2014

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)
Common Stock	04/21/2014		F	V Amount (D) Price 59 D \$ 29.64	12,686.632	D	
Common Stock					6,624.1828 <u>(1)</u>	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)
						Date Exercisable      Expiration Date	Title      Amount or Number of Shares
				Code    V    (A)    (D)			
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    6,858
Stock Appreciation Right	\$ 23.76					03/15/2012    03/15/2021	Common Stock    4,097
Stock Appreciation Right	\$ 22.86					02/20/2013    02/20/2022	Common Stock    7,132
Stock Appreciation Right	\$ 22.89					02/19/2014    02/19/2023	Common Stock    5,050
Stock Appreciation Right	\$ 29.05					02/18/2015    02/18/2024	Common Stock    5,915

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other  
Executive Vice President

Poindexter Philip  
320 MOCKINGBIRD HILL ROAD  
LOUISVILLE, KY 40207

## Signatures

//Philip

Poindexter

04/23/2014

\*\*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 annual 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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