

Stinnett Thomas C
Form 4
February 21, 2012

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 *
Stinnett Thomas C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

LOUISVILLE, KY 40245

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	02/16/2012		F	39 D \$ 22.49	3,449.2844 (1)	D	
Common Stock	02/17/2012		F	24 D \$ 22.86	3,425.2844	D	
Common Stock					252.178 (1)	I	By Spouse
Common Stock					3,768.8603	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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 18.619					12/17/2003	12/17/2012	Common Stock	1,470
Option (right to buy)	\$ 20.1714					12/16/2004	12/16/2013	Common Stock	1,785
Option (right to buy)	\$ 22.8095					12/14/2005	12/14/2014	Common Stock	2,415
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	2,823

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

02/21/2012

__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) Includes shares acquired through dividend reinvestment plan

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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