BRICE TODD A
Form 5
February 17, 2009

FORM 5

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

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

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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
BRICE TODD A

(Last) (First) (Middle)

800 PHILADELPHIA STREET

(Street)

INDIANA,Â PAÂ 15701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
S&T BANCORP INC [STBA]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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)
PRESIDENT

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 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)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2008	Â	J4(1)	256	A	$ 35.5	2,834	I	401k
Common Stock	12/31/2008	Â	A4(2)	305	A	$ 30.69	50,724	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	4,776	I	Children
Common Stock	Â	Â	Â	Â	Â	Â	0	I	Wife - Ira

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	$ 24.4	Â	Â	Â	Â	Â	12/17/2001	12/17/2011	Common Stock	10,000
Stock Options (Right to Buy)	$ 29.965	Â	Â	Â	Â	Â	01/01/2005	12/15/2013	Common Stock	10,000
Stock Options (Right to Buy)	$ 37.08	Â	Â	Â	Â	Â	01/01/2006	12/20/2014	Common Stock	12,500
Stock Options (Right to Buy)	$ 37.855	Â	Â	Â	Â	Â	01/01/2007(3)	12/19/2015	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRICE TODD A 800 PHILADELPHIA STREET INDIANA,Â PAÂ 15701	Â	Â	Â PRESIDENT	Â

Signatures

/s/ Timothy P. McKee POA for Todd D. Brice	02/17/2009
**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)	These shares represent the annual increase in shares held in a 401-K plan.
(2)	On December 15, 2008, restricted stock was granted under the S&T Bancorp, Inc. 2003 Incentive Stock Plan, contingent upon the achievement of an earnings per share target under the S&T Bank Incentive Program for Senior Management. The actual number of shares granted and communicated to the recipient was determined after actual earnings per share were determined for the Registrant and presented to the Registrant's board of directors on January 29, 2009.
(3)	25% vesting on 01/01/07, 25% vesting on 01/01/08, 25% vesting on 01/01/09 and 25% vesting on 01/01/10

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Remarks:

ThisÂ formÂ amendedÂ toÂ includeÂ allÂ currentÂ holdings.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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