

S Y BANCORP INC
Form 4
August 03, 2006

FORM 4

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

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).

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| MADISON BRUCE P | | | S Y BANCORP INC [SYBT] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| 1012 E. MAIN STREET | | | 08/01/2006 | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| LOUISVILLE, KY 40206 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> 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 | | | | (A) or (D) | 4,256.4085 ⁽²⁾ | D | |
| Common Stock | | | | | 1,520 ⁽³⁾ | I | By Trust |
| Common Stock | | | | | 18,295 ⁽⁴⁾ | I | By Trust |
| Common Stock | | | | | 1,520 ⁽³⁾ | I | By Trust for Spouse |
| Common Stock | | | | | 326.795 ⁽⁵⁾ | I | By Spouse |
| | 08/01/2006 | | P | 54.2 A | 23,948.546 | I | |

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| | | |
|-----------------|-------------|--|
| Common Stock | \$ 29.52 | Trust-Directors Deferred Comp Plan |
|-----------------|-------------|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. De Sec (In | |
|---|--|---|---|--------------------------------------|--|--|---|---------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 20.2476 <u>(6)</u> | | | | | 04/21/2005 ⁽¹⁾ | 04/21/2014 | Common Stock | 1,050 <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MADISON BRUCE P 1012 E. MAIN STREET LOUISVILLE, KY 40206 | X | | | |

Signatures

//Bruce P.
Madison

08/03/2006

**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 options vest 20% per year beginning 4/25/1996
- (2) Includes 201.6202 additional shares from 5% stock dividend paid on 5/26/06 and 22.3829 shares acquired on 7/1/06 under the SY Bancorp dividend reinvestment plan.
- (3) Includes 72 additional shares from 5% stock dividend paid on 5/26/06.
- (4) Includes 871 additional shares from 5% stock dividend paid on 5/26/06.
- (5) Includes 15.4798 additional shares from 5% stock dividend paid on 1.7185 shares acquired on 7/1/06 under the SY Bancorp dividend reinvestment plan.
- (6) This option was previously reported as covering 1,000 shares at \$21.26 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.

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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