

S Y BANCORP INC
 Form 4
 October 28, 2008

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 *
THOMPSON KATHY C

(Last) (First) (Middle)

6804 FAIRWAY VIEW CT.

(Street)

PROSPECT, KY 40059

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/27/2008

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)

Sr. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 10/27/2008 | | S | 1,000 D \$ 25.1 | 40,172.1936 (1) | D | |
| Common Stock | 10/27/2008 | | S | 3,200 D \$ 25.1274 | 36,972.1936 | D | |
| Common Stock | | | | | 11,256.3523 | I | By ESOP/401k-fbo Kathy Thompson |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 10 | | | | | 07/07/2000 | 01/07/2010 | Common Stock | 7,350 |
| Option (Right to Buy) | \$ 9.8238 | | | | | 06/21/2001 | 12/21/2010 | Common Stock | 9,450 |
| Option (Right to Buy) | \$ 16 | | | | | 06/27/2001 | 12/27/2011 | Common Stock | 8,400 |
| Option (Right to Buy) | \$ 18.619 | | | | | 06/17/2003 | 12/17/2012 | Common Stock | 7,140 |
| Option (Right to Buy) | \$ 20.1714 | | | | | 06/16/2004 | 12/16/2013 | Common Stock | 9,765 |
| Option (Right to Buy) | \$ 22.8095 | | | | | 06/14/2005 | 06/14/2014 | Common Stock | 9,345 |
| Option (Right to Buy) | \$ 24.0667 | | | | | 07/17/2006 | 11/07/2016 | Common Stock | 14,700 |
| Option (Right to Buy) | \$ 26.83 | | | | | 08/20/2007 | 02/20/2017 | Common Stock | 9,500 |
| Stock Appreciation Right | \$ 23.37 | | | | | 08/19/2008 | 02/19/2018 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON KATHY C 6804 FAIRWAY VIEW CT. PROSPECT, KY 40059 | X | | Sr. Executive Vice President | |

Signatures

//Kathy C.
Thompson 10/28/2008

__Signature of Date
Reporting Person

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 44,580 shares acquired in October 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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