

HOECK GREGORY A  
Form 4  
December 15, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**HOECK GREGORY A**

(Last) (First) (Middle)  
**555 SUNSET ROAD**  
  
(Street)

**LOUISVILLE, KY 40206**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/13/2010**

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/13/2010		F	2,795 D (2)	11,188	D	
Common Stock	12/13/2010		M	7,140 A (3)	18,328	D	
Common Stock					4,200	I	By Spouse
Common Stock					8,049.6912 (1)	I	By ESOP/401k-fbo Greg Hoeck

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 9.8238	12/13/2010		M	7,140	12/21/2001 12/21/2010		Common Stock	7,140
Option (Right to Buy)	\$ 16.8					12/27/2002 12/27/2011		Common Stock	6,500
Option (Right to Buy)	\$ 19.55					12/17/2003 12/17/2012		Common Stock	5,000
Option (Right to Buy)	\$ 21.18					12/16/2004 12/16/2013		Common Stock	4,500
Option (Right to Buy)	\$ 23.95					12/14/2005 06/14/2014		Common Stock	6,000
Option (Right to Buy)	\$ 25.27					01/17/2007 01/17/2016		Common Stock	9,000
Option (Right to Buy)	\$ 26.83					02/20/2008 02/20/2017		Common Stock	5,000
Stock Appreciation Right	\$ 23.37					02/19/2009 02/19/2018		Common Stock	3,200
Stock Appreciation	\$ 22.14					02/17/2010 02/17/2019		Common Stock	2,900

Right

Stock

Appreciation \$ 21.03

Right

02/16/2011 02/16/2020

Common  
Stock

5,18

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOECK GREGORY A 555 SUNSET ROAD LOUISVILLE, KY 40206			Executive Vice President	

## Signatures

//Gregory A.  
Hoeck

12/15/2010

\*\*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) Additional shares acquired via employer annual contribution
- (2) Shares surrendered to exercise options
- (3) Exercise of stock option

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.