

S Y BANCORP INC
 Form 4
 December 30, 2013

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 *
 DAVIS NANCY B

(Last) (First) (Middle)
 4700 CROFTON ROAD
 (Street)

LOUISVILLE, KY 40207

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/26/2013

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)
 Exec. Vice President, Treasure

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) | Price | | |
| Common Stock | | | | | 56,150.0871 | D | |
| Common Stock | 12/26/2013 | | S | 500 | \$ 32.4095 | D | 14,845.2317 I |

by
 401k/ESOP-fbo
 Nancy Davis

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) | \$ 22.8095 | | | | | 06/14/2005 | 12/14/2014 | Common Stock | 6,300 |
| Option (Right to Buy) | \$ 24.0667 | | | | | 07/17/2006 | 01/17/2016 | Common Stock | 8,400 |
| Option (Right to Buy) | \$ 26.83 | | | | | 08/20/2007 | 02/20/2017 | Common Stock | 5,000 |
| Stock Appreciation Right | \$ 23.37 | | | | | 08/19/2008 | 02/19/2018 | Common Stock | 3,200 |
| Stock Appreciation Right | \$ 22.14 | | | | | 02/17/2010 | 02/17/2019 | Common Stock | 3,000 |
| Stock Appreciation Right | \$ 21.03 | | | | | 02/16/2011 | 02/16/2020 | Common Stock | 5,826 |
| Stock Appreciation Right | \$ 23.76 | | | | | 03/15/2012 | 03/15/2021 | Common Stock | 3,484 |
| Stock Appreciation Right | \$ 22.86 | | | | | 02/20/2013 | 02/20/2022 | Common Stock | 6,125 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAVIS NANCY B
4700 CROFTON ROAD
LOUISVILLE, KY 40207

Exec. Vice President, Treasure

Signatures

//Nancy B.
Davis

12/30/2013

**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).

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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