

S Y BANCORP INC  
Form 4  
August 16, 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 \*  
**HEINTZMAN DAVID P**

(Last) (First) (Middle)  
**3019 POPPY WAY**  
  
(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)  
**08/14/2006**

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)  
**Chairman & CEO**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    |                                      |  |                                |   | 73,872  | D  |  |
| Common Stock                    | 08/11/2006                           |  | G                              | 550   | D <u>(11)</u> 5,012   | I  | By Spouse                                  |
| Common Stock                    |                                      |  |                                |   | 3,418.2226  | I  | By Minor Child                             |
| Common Stock                    |                                      |  |                                |   | 16,782.1332   | I  | By 401k/ESOP - fbo David Heintman          |
|                                 | 08/11/2006                           |  | G                              | 550   | A <u>(12)</u> 550   | I  |  |

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|                 |            |  |   |     |   |            |   |                      |                      |
|-----------------|------------|--|---|-----|---|------------|---|----------------------|----------------------|
| Common<br>Stock |            |  |   |     |   |            |   | By Adult<br>Daughter |                      |
| Common<br>Stock | 08/14/2006 |  | S | 550 | D | \$<br>26.8 | 0 | I                    | By Adult<br>Daughter |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |                                     |
|---|---|---|---|---|---|--|---|------------------------------------|-------------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                              | Amount<br>or<br>Number<br>of Shares |
| Option<br>(Right to<br>Buy)                         | \$ 24.0667<br><u>(1)</u>  |   |   |   |   | 07/17/2006   | 01/17/2016  | Common<br>Stock                    | 31,500<br><u>(1)</u>                |
| Option<br>(Right to<br>Buy)                         | \$ 9.7619<br><u>(2)</u>   |   |   |   |   | 07/08/1998   | 01/08/2008  | Common<br>Stock                    | 4,200<br><u>(2)</u>                 |
| Option<br>(Right to<br>Buy)                         | \$ 11.3989<br><u>(3)</u>  |   |   |   |   | 07/12/1999   | 01/12/2009  | Common<br>Stock                    | 13,440<br><u>(3)</u>                |
| Option<br>(Right to<br>Buy)                         | \$ 11.3989<br><u>(4)</u>  |   |   |   |   | 10/20/1999   | 04/20/2009  | Common<br>Stock                    | 4,620<br><u>(4)</u>                 |
| Option<br>(Right to<br>Buy)                         | \$ 10 <u>(5)</u>  |   |   |   |   | 07/07/2000   | 01/07/2010  | Common<br>Stock                    | 20,790<br><u>(5)</u>                |
| Option<br>(Right to<br>Buy)                         | \$ 9.8238<br><u>(6)</u>   |   |   |   |   | 06/21/2000   | 12/21/2010  | Common<br>Stock                    | 27,300<br><u>(6)</u>                |
|   | \$ 16 <u>(7)</u>  |   |   |   |   | 06/27/2001   | 12/27/2011  |                                    |                                     |



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- (9) This option was previously reported as covering 15,000 shares at \$21.18 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
- (10) This option was previously reported as covering 23,900 shares at \$23.95 per share, but was adjusted to reflect the 5/26/06 5% stock dividend.
- (11) 550 shares gift to her adult daughter.
- (12) 550 shares gift from mother

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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