

DAVIS NANCY B
Form 4
August 22, 2012

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 *
DAVIS NANCY B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Vice President, Treasure

LOUISVILLE, KY 40207

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Stock	05/02/2012		G		45	D	<u>(2)</u> 52,719.2443
Common Stock	08/20/2012		F		4,105	D	<u>(3)</u> 48,638.0561 <u>(1)</u>
Common Stock	08/20/2012		M		5,250	A	<u>(4)</u> 53,888.0561
Common Stock							14,067.8137

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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(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	
Option (Right to Buy)	\$ 18.619	08/20/2012		M	5,250	06/17/2003	12/17/2012	Common Stock	5,250
Option (Right to Buy)	\$ 20.1714					06/16/2004	12/16/2013	Common Stock	4,720
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	5,820
Stock Appreciation	\$ 23.76					03/15/2012	03/15/2021	Common Stock	3,480

Right

Stock

Appreciation \$ 22.86

Right

02/20/2013 02/20/2022

Common Stock 6,12

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 08/22/2012

**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) Includes shares acquired through dividend reinvestment plan.
- (2) Gift to charitable organization.
- (3) Surrender shares to exercise options.
- (4) Stock option exercise.

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.