

THOMPSON KATHY C  
Form 4  
August 11, 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 \*  
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)  
08/09/2006

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)  
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 08/09/2006                           |  | M                              | V Amount (A) or (D) Price<br>4,200 A \$ 6.9048                    | 43,806.4702<br>(12)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 9,430.5466<br>(1)   | I  | By<br>ESOP/401k-fbo<br>Kathy<br>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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy)                      | \$ 24.0667 <sup>(11)</sup>                             |                                      |  |                                |   | 07/17/2006 11/07/2016                                    | Common Stock  | 14,700 <sup>(11)</sup>        |
| Option (Right to Buy)                      | \$ 6.9048 <sup>(2)</sup>                               | 08/09/2006                           |  | M                              | 4,200   | 07/03/1997 01/03/2007                                    | Common Stock  | 4,200 <sup>(2)</sup>          |
| Option (Right to Buy)                      | \$ 9.7619 <sup>(3)</sup>                               |                                      |  |                                |   | 07/08/1998 01/08/2008                                    | Common Stock  | 4,200 <sup>(3)</sup>          |
| Option (Right to Buy)                      | \$ 11.3989 <sup>(4)</sup>                              |                                      |  |                                |   | 10/20/1999 04/20/2009                                    | Common Stock  | 6,720 <sup>(4)</sup>          |
| Option (Right to Buy)                      | \$ 10 <sup>(5)</sup>                                   |                                      |  |                                |   | 07/07/2000 01/07/2010                                    | Common Stock  | 7,350 <sup>(5)</sup>          |
| Option (Right to Buy)                      | \$ 9.8238 <sup>(6)</sup>                               |                                      |  |                                |   | 06/21/2001 12/21/2010                                    | Common Stock  | 9,450 <sup>(6)</sup>          |
| Option (Right to Buy)                      | \$ 16 <sup>(7)</sup>                                   |                                      |  |                                |   | 06/27/2001 12/27/2011                                    | Common Stock  | 8,400 <sup>(7)</sup>          |
| Option (Right to Buy)                      | \$ 18.619 <sup>(8)</sup>                               |                                      |  |                                |   | 06/17/2003 12/17/2012                                    | Common Stock  | 7,140 <sup>(8)</sup>          |
| Option (Right to Buy)                      | \$ 20.1714 <sup>(9)</sup>                              |                                      |  |                                |   | 06/16/2004 12/16/2013                                    | Common Stock  | 9,765 <sup>(9)</sup>          |
| Option (Right to Buy)                      | \$ 22.8095 <sup>(10)</sup>                             |                                      |  |                                |   | 06/14/2005 06/14/2014                                    | Common Stock  | 9,345 <sup>(10)</sup>         |

## Reporting Owners

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

## Signatures

//Kathy C.  
Thompson 08/11/2006

\_\_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 as a result of 5% stock dividend payable on May 26, 2006.
- (2) This option was previously reported as covering 4,000 options at \$7.25 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (3) This option was previously reported as covering 4,000 options at \$10.25 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (4) This option was previously reported as covering 6,400 options at \$11.9688 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (5) This option was previously reported as covering 7,000 options at \$10.50 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (6) This option was previously reported as covering 9,000 options at \$10.315 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (7) This option was previously reported as covering 8,000 options at \$16.80 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (8) This option was previously reported as covering 6,800 options at \$19.55 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (9) This option was previously reported as covering 9,765 options at \$21.18 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (10) This option was previously reported as covering 8,900 options at \$23.95 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (11) This option was previously reported as covering 14,000 options at \$25.27 per share, but was adjusted to reflect the 5/26/06 stock dividend.
- (12) Lowered by 170 shares gifted on 7/31/06 and .5884 shares resulting from termination of dividend reinvestment participation.

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