

GOOCH MARK A
Form 5
February 05, 2010

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GOOCH MARK A

2. Issuer Name and Ticker or Trading Symbol
COMMUNITY TRUST BANCORP INC /KY/ [CTBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice Pres./Secretary

PO BOX 2947
(Street)

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

6. Individual or Joint/Group Reporting
(check applicable line)

PIKEVILLE, KY 41502-2947

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2009	Â	J ⁽¹⁾	13.79	A	\$ 35.87	2,477.6786	D	Â
Common Stock	04/01/2009	Â	J ⁽¹⁾	26.7374	A	\$ 27.8	2,504.4157	D	Â
Common Stock	07/01/2009	Â	J ⁽¹⁾	27.6021	A	\$ 27.22	2,532.0178	D	Â
Common Stock	10/01/2009	Â	J ⁽¹⁾	29.0478	A	\$ 26.15	2,561.0656	D	Â
	12/31/2009	Â	J ⁽²⁾	698.1214	A	\$ 0 ⁽²⁾	8,477.8434	I	By ESOP

Common
Stock

Common Stock 12/31/2009 Â J⁽³⁾ 776.6761 A \$ 0 ⁽³⁾ 9,455.5791 I By 401(k)

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
					(A)	(D)	Date Exercisable	Expiration Date		
Option <u>(4)</u>	\$ 11.833 <u>(5)</u>	Â	Â	Â	Â	Â	01/23/2006	01/23/2011	Common Stock	13,310 <u>(5)</u>
Option <u>(4)</u>	\$ 16.717 <u>(6)</u>	Â	Â	Â	Â	Â	01/29/2007	01/29/2012	Common Stock	9,983 <u>(6)</u>
Option <u>(7)</u>	\$ 20.983 <u>(8)</u>	Â	Â	Â	Â	Â	01/17/2004	01/17/2013	Common Stock	2,323 <u>(8)</u>
Option <u>(7)</u>	\$ 20.983 <u>(8)</u>	Â	Â	Â	Â	Â	01/17/2005	01/17/2013	Common Stock	2,323
Option <u>(7)</u>	\$ 20.983 <u>(8)</u>	Â	Â	Â	Â	Â	01/17/2006	01/17/2013	Common Stock	2,323
Option <u>(7)</u>	\$ 20.983 <u>(8)</u>	Â	Â	Â	Â	Â	01/17/2007	01/17/2013	Common Stock	2,323 <u>(8)</u>
Option <u>(4)</u>	\$ 27.109 <u>(9)</u>	Â	Â	Â	Â	Â	01/27/2009	01/27/2014	Common Stock	5,500 <u>(9)</u>
Option <u>(7)</u>	\$ 30.88	Â	Â	Â	Â	Â	01/28/2006	01/28/2015	Common Stock	1,821
Option <u>(7)</u>	\$ 30.88	Â	Â	Â	Â	Â	01/28/2007	01/28/2015	Common Stock	1,821
Option <u>(7)</u>	\$ 30.88	Â	Â	Â	Â	Â	01/28/2008	01/28/2015	Common Stock	1,821
	\$ 30.88	Â	Â	Â	Â	Â	01/28/2009	01/28/2015		1,821

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- (4) Right to buy pursuant to Management Retention Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).
- (5) Option previously reported as covering 10,000 shares @\$15.75 per share, adjusted to reflect 10% stock dividends effective 12/15/02, 12/15/03, and 12/15/04.
- (6) Option previously reported as covering 7,500 shares @\$22.25 per share, adjusted to reflect 10% stock dividends effective 12/15/02, 12/15/03, and 12/15/04.
- (7) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).
- (8) Option previously reported as covering 1,920 shares @\$25.39 per share, adjusted to reflect 10% stock dividends effective 12/15/03, and 12/15/04.
- (9) Option previously reported as covering 5,000 shares @\$29.82 per share, adjusted to reflect 10% stock dividend effective 12/15/04.
- (10) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 2006 Stock Option Plan).
- (11) Right to buy pursuant to Non-Qualified Stock Option Agreement (CTBI 2006 Stock Ownership Incentive Plan).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.