

BROOKS DAVID H
Form 4
November 12, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BROOKS DAVID H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

4010 FOX MEADOW WAY

11/11/2004

Chairman & CEO

(Street)

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

PROSPECT, KY 40059

(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 (A) or (D) Price | | | |
| Common Stock | 11/11/2004 | | M | 9,694 (1) (2) A \$ 10.315 | 61,904 | D | |
| Common Stock | 11/11/2004 | | G | 1,000 D (3) | 60,904 | D | |
| Common Stock | 11/11/2004 | | G | 4,694 D (4) | 56,210 | D | |
| Common Stock | | | | | 3,554.45 | I | by 401k-fbo David Brooks |
| Common Stock | 11/11/2004 | | G | 4,694 A (1) | 50,350 | I | By Spouse |

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| | | | |
|--------------|-------------|---|--|
| Common Stock | 1,078.485 | I | Trust-Directors Deferred Comp Plan |
| Common Stock | 15,162.2457 | I | By ESOP-fbo David Brooks |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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) | \$ 0.4308 | | | | | 07/01/1984 01/01/2014 | Common Stock | 4,000 |
| Option (Right to Buy) | \$ 10.315 | 11/11/2004 | | M | 9,694 | 06/21/2001 12/21/2010 | Common Stock | 9,694 |
| Option (Right to Buy) | \$ 16.8 | | | | | 06/27/2002 12/27/2011 | Common Stock | 24,000 |
| Option (Right to Buy) | \$ 19.55 | | | | | 06/17/2003 12/17/2012 | Common Stock | 18,600 |
| Option (Right to Buy) | \$ 21.18 | | | | | 06/16/2004 12/16/2013 | Common Stock | 16,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

BROOKS DAVID H
4010 FOX MEADOW WAY X Chairman & CEO
PROSPECT, KY 40059

Signatures

//David H. 11/11/2004
Brooks

__Signature of Date
Reporting Person

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) Shares gifted by husband
 - (2) Exercise of stock options
 - (3) Shares gifted to granddaughter
 - (4) Shares gifted to wife

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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