

THOMPSON KATHY C  
Form 4  
March 03, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
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|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>Thompson Kathy C.</b><br>(Last) (First) (Middle)<br><b>6804 Fairway View Ct.</b><br><br>(Street)<br><b>Prospect, KY 40059</b> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>S.Y. Bancorp, Inc. SYI</b> |  |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director —<br>10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) —<br>Other (specify below)<br><b>Executive Vice President</b> |  |  |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)<br><br><b>405-92-9962</b>  |  |  | 4. Statement for Month/Day/Year<br><b>3/3/2003</b>                           |  |  | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| 5. If Amendment, Date of Original (Month/Day/Year)   |  |  |  |  |  |  |  |  |

| 1. Title of Security (Instr. 3) |  |                 | 2. Trans-action Date (Month/Day/Year) |   | 2A. Deemed Execution Date, if any (Month/Day/Year) |            | 3. Trans-action Code (Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) |  |  | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) |  | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) |                    | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|-----------------|---------------------------------------|---|--|------------|---------------------------------|--|---|--|--|--|--|---|--------------------|---|
|                                 |  |                 | Code                                  | V | Amount   | (A) or (D) | Price                           |  |   |  |  |  |  |   |                    |   |
| <b>Common Stock</b>             |  |                 |                                       |   |  |            |                                 |  |   |  |  | <b>4,260.87576</b>   |  | <b>D</b>  |                    |   |
| <b>Common Stock</b>             |  | <b>3/3/2003</b> | <b>J</b>                              |   | <b>106.490</b>                                     | <b>A</b>   | <b>36.8515</b>                  |  |   |  |  | <b>1,588.7770</b>  |  | <b>I</b>  | <b>ESOP Shares</b> |   |
| <b>Common Stock</b>             |  | <b>3/3/2003</b> | <b>J</b>                              |   | <b>297.6827</b>                                    | <b>A</b>   | <b>36.9764</b>                  |  |   |  |  | <b>1,549.1180</b>  |  | <b>I</b>  | <b>401k Shares</b> |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|

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| Security<br>(Instr. 3)      | Exercise<br>Price of<br>Derivative<br>Security | Action<br>Date<br>(Month/<br>Day/<br>Year) | Execution<br>Date,<br>if any<br>(Month/<br>Day/<br>Year) | Action<br>Code<br>(Instr.<br>8) | of  |      | Date<br>(Month/Day/<br>Year) | Underlying<br>Securities<br>(Instr. 3 & 4) |  | Security<br>(Instr. 5) | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | ship<br>Form<br>of Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |
|-----------------------------|--|--|--|---------------------------------|---|------|------------------------------|--|--|------------------------|--|---|---------------------------------------|--|
|                             |  |  |  |                                 | Derivative<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br><br>(Instr.<br>3, 4 &<br>5) | Date |                              | Title                                      | Amount<br>or<br>Number<br>of<br>Shares |                        |  |   |                                       |  |
| Option<br>(Right to<br>Buy) | 6.421  |  |  |                                 |   |      | Immed.                       | 5/9/04                                     | Common<br>Stock                        | 8,800                  |  | 8,800   | D                                     |  |
| Option<br>(Right to<br>Buy) | 7.25   |  |  |                                 |   |      | Immed.                       | 1/10/05                                    | Common<br>Stock                        | 20,000                 |  | 20,000  | D                                     |  |
| Option<br>(Right to<br>Buy) | 14.50  |  |  |                                 |   |      | Immed.                       | 1/3/07                                     | Common<br>Stock                        | 2,000                  |  | 2,000   | D                                     |  |
| Option<br>(Right to<br>Buy) | 20.50  |  |  |                                 |   |      | Immed.                       | 1/8/08                                     | Common<br>Stock                        | 2,000                  |  | 2,000   | D                                     |  |
| Option<br>(Right to<br>Buy) | 23.9375  |  |  |                                 |   |      | Immed.                       | 4/20/09                                    | Common<br>Stock                        | 3,200                  |  | 3,200   | D                                     |  |
| Option                      | 21.00  |  |  |                                 |   |      | Immed.                       | 1/7/10                                     | Common<br>Stock                        | 3,500                  |  | 3,500   | D                                     |  |
| Option<br>(Right to<br>Buy) | 20.63  |  |  |                                 |   |      | Immed.                       | 12/21/10                                   | Common<br>Stock                        | 4,500                  |  | 4,500   | D                                     |  |
| Option<br>(Right to<br>Buy) | 33.60  |  |  |                                 |   |      | Immed.                       | 12/27/11                                   | Common<br>Stock                        | 4,000                  |  | 4,000   | D                                     |  |
| Option<br>(Right to<br>Buy) | 39.10  |  |  |                                 |   |      | 6/17/02                      | 12/17/12                                   | Common<br>Stock                        | 3,400                  |  | 3,400   | D                                     |  |

Explanation of Responses:

By: /s/ //Kathy C. Thompson

3/3/2003

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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