

THOMPSON KATHY C
 Form 4
 May 14, 2013

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

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)
 6804 FAIRWAY VIEW CT.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. Executive Vice President

PROSPECT, KY 40059

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	05/13/2013		F	4,274 D <u>(3)</u>	29,460.165	D	
Common Stock	05/13/2013		M	4,957 A <u>(1)</u>	34,417.165	D	
Common Stock	05/14/2013		M	4,808 A <u>(1)</u>	39,225.165	D	
Common Stock	05/14/2013		S	4,808 D \$ 23.15	34,417.165	D	
Common Stock					17,703.5416 <u>(2)</u>	I	By ESOP/401k-fbo Kathy

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 20.1714	05/13/2013		M	4,957	06/16/2004 12/16/2013		Common Stock	4,957
Option (Right to Buy)	\$ 20.1714	05/14/2013		M	4,808	06/16/2004 12/16/2013		Common Stock	4,808
Option (Right to Buy)	\$ 22.8095					06/14/2005 06/14/2014		Common Stock	9,340
Option (Right to Buy)	\$ 24.0667					07/17/2006 11/07/2016		Common Stock	14,700
Option (Right to Buy)	\$ 26.83					08/20/2007 02/20/2017		Common Stock	9,500
Stock Appreciation Right	\$ 23.37					08/19/2008 02/19/2018		Common Stock	6,000
Stock Appreciation Right	\$ 22.14					02/17/2010 02/17/2019		Common Stock	5,500
Stock Appreciation Right	\$ 21.03					02/16/2011 02/16/2020		Common Stock	9,010

Stock Appreciation Right	\$ 23.76	03/15/2012	03/15/2021	Common Stock	6,11
Stock Appreciation Right	\$ 22.86	02/20/2013	02/20/2022	Common Stock	10,64

Reporting Owners

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

Signatures

//Kathy C.
Thompson

05/14/2013

**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) Stock option exercise
 - (2) Includes employer annual contribution
 - (3) Surrender shares to exercise options

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.