

S Y BANCORP INC
 Form 4
 November 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Poindexter Philip

(Last) (First) (Middle)
 320 MOCKINGBIRD HILL ROAD
 (Street)

LOUISVILLE, KY 40207

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2013

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	11/13/2013		M	4,384 A	(3) 12,699.632 (1)	D	
Common Stock					5,814.5527 (2)	I	ESOP/401k - fbo Philip Poindexter

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 22.8095	11/13/2013		M	4,384	12/14/2005	12/14/2014	Common Stock	4,384
Option (Right to Buy)	\$ 24.0667					01/17/2007	01/17/2016	Common Stock	9,450
Option (Right to Buy)	\$ 26.83					02/20/2008	02/20/2017	Common Stock	6,000
Stock Appreciation Right	\$ 23.37					02/19/2009	02/19/2018	Common Stock	3,700
Stock Appreciation Right	\$ 22.14					02/17/2010	02/17/2019	Common Stock	3,700
Stock Appreciation Right	\$ 21.03					02/16/2011	02/16/2020	Common Stock	6,850
Stock Appreciation Right	\$ 23.76					03/15/2012	03/15/2021	Common Stock	4,090
Stock Appreciation Right	\$ 22.86					02/20/2013	02/20/2022	Common Stock	7,130
Stock Appreciation Right	\$ 22.89					02/19/2014	02/19/2023	Common Stock	5,050

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Poindexter Philip
320 MOCKINGBIRD HILL ROAD
LOUISVILLE, KY 40207

Executive Vice President

Signatures

//Philip
Poindexter 11/14/2013
 **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) Includes shares acquired through dividend reinvestment plan
 - (2) Includes annual employer contribution
 - (3) Exercise of incentive stock option

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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