

S Y BANCORP INC
 Form 4
 December 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
HEINTZMAN DAVID P

(Last) (First) (Middle)

3019 POPPY WAY

(Street)

LOUISVILLE, KY 40206

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
12/02/2013

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)
Chairman & CEO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/30/2013		G	V 320 D 2 99,499	D		
Common Stock	11/27/2013		G	V 95 D 2 99,404	D		
Common Stock	12/02/2013		M	1,300 A 1 100,704	D		
Common Stock	12/02/2013		S	1,300 D \$ 32.8062 99,404	D		
Common Stock	12/03/2013		M	3,700 A 1 103,104	D		

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Common Stock	12/03/2013	S	3,700	D	\$ 32.1162	99,404	D	
Common Stock						21,499.4887	I	By 401k/ESOP - fbo David Heintman
Common Stock						4,041	I	By Spouse

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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Option (Right to Buy)	\$ 22.8095	12/02/2013		M	1,300	06/14/2005 12/14/2014	Common Stock	1,300
Option (Right to Buy)	\$ 22.8095	12/03/2013		M	3,700	06/14/2005 12/14/2014	Common Stock	3,700
Option (Right to Buy)	\$ 24.0667					07/17/2006 01/17/2016	Common Stock	31,500
Option (Right to Buy)	\$ 26.83					08/20/2007 02/20/2017	Common Stock	22,000
Stock Appreciation Right	\$ 23.37					08/19/2008 02/19/2018	Common Stock	13,500
Stock Appreciation	\$ 22.14					02/17/2010 02/17/2019	Common Stock	12,300

Right

Stock

Appreciation \$ 21.03

Right

02/16/2011 02/16/2020

Common
Stock

17,55

Stock

Appreciation \$ 23.76

Right

03/15/2012 03/15/2021

Common
Stock

14,38

Stock

Appreciation \$ 22.86

Right

02/20/2013 02/20/2022

Common
Stock

24,27

Stock

Appreciation \$ 22.89

Right

02/19/2014 02/19/2023

Common
Stock

16,67

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206	X		Chairman & CEO	

Signatures

//David P.

Heintzman

12/04/2013

__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) Exercise of nonqualified stock option

(2) Gifted shares to charitable organizations

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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