

S&T BANCORP INC
Form 4
May 21, 2014

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 *
Drahnak Stephen A.

(Last) (First) (Middle)
800 PHILADELPHIA STREET
(Street)

INDIANA, PA 15701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S&T BANCORP INC [STBA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2014

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	05/19/2014		A ⁽²⁾	2,210 A \$ 23.19	3,319.002	D	
Common Stock					2,955.808	I	401 K
Common Stock ⁽³⁾					293	I	Child
Common Stock					2,106	D	

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 37.08					01/01/2006 12/20/2014	Common Stock	2,000
Stock Options (Right to Buy)	\$ 37.855					01/01/2007 12/19/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drahnak Stephen A. 800 PHILADELPHIA STREET INDIANA, PA 15701			Executive Vice President	

Signatures

/s/ Timothy P. McKee P.O.A. for Stephen A. Drahnak

05/21/2014

**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).

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- (1) The total shares for reporting person was reported correctly on 1/10/2012; however, the form of ownership was incorrect.

On May 19, 2014, the Compensation and Benefits Committee of the Registrant's board of directors approved the grant of restricted stock under the S&T Bancorp, Inc. 2014 Incentive Plan for an incentive under the 2014 S&T Bancorp, Inc. Long Term Incentive Plan. The actual number of shares granted and communicated to the Reporting Person was determined based on the target incentive payout as a

- (2) percentage of the Reporting Person's base salary on the grant date divided by the average of the high and low prices of S&T Bancorp, Inc. common stock over the 10-day trading period ending on the grant date. One-half of the shares will be earned based on remaining with S&T for three years. The other half will be earned based on S&T's Return on Average Equity and Cumulative Total Shareholder Return performance over a three year period.
- (3) The number of shares initially reported was incorrect. The correct number of S&T Bancorp. shares owned by the child on 1/1/2012 was 293.

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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