

HEINTZMAN DAVID P  
Form 4  
January 19, 2006

**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 \*  
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 [SYI]

3. Date of Earliest Transaction (Month/Day/Year)  
01/17/2006

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	66,727	D	
Common Stock				(A) or (D)	5,298	I	By Spouse
Common Stock				(A) or (D)	4,021.1621	I	By Minor Child
Common Stock				(A) or (D)	14,766.6072	I	by 401k/ESOP-fbo David Heintzman

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 25.27	01/17/2006		M	30,000	07/17/2006	01/17/2016	Common Stock	30,000
Option (Right to Buy)	\$ 7.25					07/03/1997	01/03/2007	Common Stock	8,000
Option (Right to Buy)	\$ 10.25					07/08/1998	01/08/2008	Common Stock	4,000
Option (Right to Buy)	\$ 11.9688					07/12/1999	01/12/2009	Common Stock	12,800
Option (Right to Buy)	\$ 11.9688					10/20/1999	04/20/2009	Common Stock	4,400
Option (Right to Buy)	\$ 10.5					07/07/2000	01/07/2010	Common Stock	19,800
Option (Right to Buy)	\$ 10.315					06/21/2000	12/21/2010	Common Stock	26,000
Option (Right to Buy)	\$ 16.8					06/27/2001	12/27/2011	Common Stock	20,000
Option (Right to Buy)	\$ 19.55					06/17/2002	12/17/2012	Common Stock	15,800

Option (Right to Buy)	\$ 21.18	06/16/2004	12/16/2013	Common Stock	15,000
Option (Right to Buy)	\$ 23.95	06/14/2005	12/14/2014	Common Stock	23,900

## 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                      01/19/2006

    \*\*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) Option Grant

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.