

HEINTZMAN DAVID P
 Form 4
 May 29, 2009

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 [SYBT]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/27/2009

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)
			Code	V Amount (D) Price			
Common Stock	05/27/2009		F	3,930 D \$ 25.44	74,213	D	
Common Stock	05/27/2009		M	9,998 A 11	84,211	D	
Common Stock					3,495	I	By Spouse
Common Stock					1,134.0118 (2)	I	By Minor Child
Common Stock					20,219.1823	I	By 401k/ESOP - fbo David

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)	\$ 10	05/27/2009		M	9,998	07/07/2000 01/07/2010	Common Stock	20,79	
Option (Right to Buy)	\$ 9.8238					06/21/2000 12/21/2010	Common Stock	27,30	
Option (Right to Buy)	\$ 16					06/27/2001 12/27/2011	Common Stock	21,00	
Option (Right to Buy)	\$ 18.619					06/17/2002 12/17/2012	Common Stock	16,59	
Option (Right to Buy)	\$ 20.1714					06/16/2004 12/16/2013	Common Stock	15,75	
Option (Right to Buy)	\$ 22.8095					06/14/2005 12/14/2014	Common Stock	25,09	
Option (Right to Buy)	\$ 24.0667					07/17/2006 01/17/2016	Common Stock	31,50	
Option (Right to Buy)	\$ 26.83					08/20/2007 02/20/2017	Common Stock	22,00	

Stock

Appreciation \$ 23.37
Right

08/19/2008 02/19/2018

Common Stock 13,50

Stock

Appreciation \$ 22.14
Right

02/17/2010 02/17/2019

Common Stock 12,30

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 05/29/2009

**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 options

(2) Includes shares acquired through dividend reinvestment plan

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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