

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On April 27, 2011, the Company held its 2011 annual meeting of shareholders (the "Annual Meeting"). As of the record date there were 13,737,592 shares of Common Stock outstanding and entitled to one vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 11,207,178 or 81.6% of the outstanding common shares entitled to vote were represented in person or by proxy. Those shares were voted as follows:

1. Fixing the number of directors at thirteen:

| | |
|-----------------|------------|
| For | 11,099,200 |
| Against | 72,145 |
| Abstain | 35,833 |
| Broker non-vote | 0 |

2. The following individuals were nominated in 2011 to serve until the next Annual Meeting of Shareholders in 2012. All nominees were elected. The results were as follows:

| | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|-----------|----------------|------------------|
| David H. Brooks | 8,351,432 | 176,876 | 2,678,870 |
| James E. Carrico | 8,295,303 | 233,005 | 2,678,870 |
| Charles R. Edinger, III | 8,299,811 | 228,497 | 2,678,870 |
| David P. Heintzman | 8,249,339 | 278,969 | 2,678,870 |
| Carl G. Herde | 8,387,536 | 140,772 | 2,678,870 |
| James A. Hillebrand | 8,316,434 | 211,874 | 2,678,870 |
| Richard A. Lechleiter | 8,400,067 | 128,241 | 2,678,870 |
| Bruce P. Madison | 8,353,508 | 174,800 | 2,678,870 |
| Richard Northern | 8,416,580 | 111,728 | 2,678,870 |
| Nicholas X. Simon | 8,439,336 | 88,972 | 2,678,870 |
| Norman Tasman | 8,352,492 | 175,816 | 2,678,870 |
| Kathy C. Thompson | 8,316,960 | 211,348 | 2,678,870 |

3. Ratification of KPMG LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2011:

| | |
|-----------------|------------|
| For | 11,032,595 |
| Against | 134,403 |
| Abstain | 40,180 |
| Broker non-vote | 0 |

4. Approving a non-binding resolution to approve the compensation of S.Y. Bancorp's named executive officers.

| | |
|-----------------|-----------|
| For | 7,632,518 |
| Against | 405,709 |
| Abstain | 490,081 |
| Broker non-vote | 2,678,870 |

5. Approving a non-binding resolution to select one year, as recommended by the Board of Directors, for the frequency of advisory votes approving the compensation of S.Y. Bancorp's named executive officers.

| | |
|-----------------|-----------|
| One year | 6,599,302 |
| Two years | 107,001 |
| Three years | 1,039,011 |
| Abstain | 782,174 |
| Broker non-vote | 2,679,690 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 29, 2011

S.Y. BANCORP, INC.

By: /s/ Nancy B. Davis
Nancy B. Davis, Executive Vice President,
Treasurer and Chief Financial Officer