

BROOKS DAVID H  
Form 4  
February 04, 2003

**FORM 4**

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

OMB APPROVAL

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**

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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

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www.section16.net

1. Name and Address of Reporting Person* <b>Brooks David H.</b> (Last) (First) (Middle) <b>4010 Fox Meadow Way</b>  (Street) <b>Prospect, KY 40059</b>			2. Issuer Name and Ticker or Trading Symbol <b>S.Y. Bancorp, Inc. SYI</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) <b>Chairman &amp; CEO</b>			
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>406-62-7565</b>		4. Statement for Month/Day/Year <b>2/04/2003</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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	2/4/2003		P		7100	A	7.25			
Common Stock	2/4/2003		S		4200	D	37.00			
Common Stock	2/4/2003		S		1500	D	36.95			
Common Stock	2/4/2003		S		1100	D	36.90			
Common Stock	2/4/2003		S		100	D	37.05			
Common Stock	2/4/2003		S		200	D	36.60	7,468	D	
Common Stock								22,828	I	Wife
Common Stock								7,457.990	I	ESOP Shares

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Common Stock								1,145.9543	I	401k Shares
Common Stock								397.839	I	Trust <sup>(1)</sup>

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Option (Right to Buy)	.8615								Immed.	None	Common Stock	3,680		3,680	D		
Option (Right to Buy)	7.25	2/4/2003					7,100		Immed.	1/10/05	Common Stock	7,100		4,253	D		
Option (Right to Buy)	14.50								Immed.	1/03/07	Common Stock	4,000		4,000	D		
Option (Right to Buy)	20.50								Immed.	1/8/08	Common Stock	2,000		2,000	D		
Option (Right to Buy)	23.9375								Immed.	1/12/09	Common Stock	10,200		10,200	D		
Option (Right to Buy)	21.00								Immed.	1/07/10	Common Stock	11,500		11,500	D		
Option (Right to Buy)	20.63								Immed.	12/21/10	Common Stock	16,000		16,000	D		
Option (Right to Buy)	33.60								Immed.	12/27/11	Common Stock	12,000		12,000	D		

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Option  Right to Buy)	39.10						6/17/02	12/17/12	Common Stock	9,300		9,300	D	
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Explanation of Responses:

(1) Shares held in the deferred comp plan

By: /s/ David H. Brooks

2/4/2003

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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