

S Y BANCORP INC

Form 4

March 15, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
03/14/2006

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	03/14/2006		M	8,000	A \$ 7.25	74,727	D
Common Stock					5,298	I	By Spouse
Common Stock					4,021.1621	I	By Minor Child
Common Stock					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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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. Amount or Number of Shares
				Code	V	(A)	(D)	
Option (Right to Buy)	\$ 25.27					07/17/2006	01/17/2016	Common Stock 30,000
Option (Right to Buy)	\$ 7.25	03/14/2006		M		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

Buy)

Option

(Right to \$ 21.18

Buy)

06/16/2004 12/16/2013

Common
Stock

15,000

Option

(Right to \$ 23.95

Buy)

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

03/15/2006

__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).

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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