

MADISON BRUCE P
Form 4
January 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 *
MADISON BRUCE P

2. Issuer Name and Ticker or Trading Symbol
S Y BANCORP INC [SYBT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1012 E. MAIN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

LOUISVILLE, KY 40206

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | | | | 4,536.8744 (2) | D | |
| Common Stock | | | | | 1,520 | I | By Trust |
| Common Stock | 12/18/2008 | | S | 2,500 D | \$ 27.5156 15,795 | I | By Trust |
| Common Stock | 12/18/2008 | | S | 2,500 D | \$ 27.2962 13,295 | I | By Trust |
| Common Stock | 12/19/2008 | | S | 2,500 D | \$ 26.6939 10,795 | I | By Trust |
| Common Stock | 12/19/2008 | | S | 2,500 D | \$ 27.265 8,295 | I | By Trust |

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| | | | | | | | | | |
|--------------|------------|---|--------|---|------------|-------------------------|---|--|-------------------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 12/30/2008 | S | 2,500 | D | \$ 27,2402 | 5,795 | I | | By Trust |
| Common Stock | 12/31/2008 | S | 1,823 | D | \$ 26.7071 | 3,972 | I | | By Trust |
| Common Stock | | | | | | 1,520 | I | | By Trust for Spouse |
| Common Stock | | | | | | 348.3285 ⁽³⁾ | I | | By Spouse |
| Common Stock | 01/27/2009 | P | 93.541 | A | \$ 23.22 | 27,895.766 | I | | Trust-Directors' Deferred Comp Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 20.2476 | | | | | 04/21/2005 ⁽¹⁾ 04/21/2014 | Common Stock | 1,050 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

MADISON BRUCE P
1012 E. MAIN STREET
LOUISVILLE, KY 40206

Signatures

//Bruce P.
Madison

01/29/2009

**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) These options vest 20% per year beginning 4/25/1996
- (2) Includes 28.4059 shares acquired through dividend reinvestment plan
- (3) Includes 2.1811 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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