

BROOKS DAVID H
Form 4
October 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
BROOKS DAVID H

(Last) (First) (Middle)

4010 FOX MEADOW WAY

(Street)

PROSPECT, KY 40059

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2006

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)

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 | | | | | 76,470 ⁽¹⁾ | D | |
| Common Stock | | | | | 52,867 ⁽²⁾ | I | By Spouse |
| Common Stock | 10/03/2006 | | P | 6.063 A | \$ 28.72 1,178.24 | I | Trust-Directors Deferred Comp Plan |

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option (Right to Buy) | \$ 16 ⁽³⁾ | | | | | 06/27/2002 12/27/2011 | Common Stock | 25,200 ⁽³⁾ |
| Option (Right to Buy) | \$ 18.619 ⁽⁴⁾ | | | | | 06/17/2003 12/17/2012 | Common Stock | 19,530 ⁽⁴⁾ |
| Option (Right to Buy) | \$ 20.1714 ⁽⁵⁾ | | | | | 06/16/2004 12/16/2013 | Common Stock | 17,535 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROOKS DAVID H 4010 FOX MEADOW WAY PROSPECT, KY 40059 | | | X | |

Signatures

//David H.
Brooks 10/10/2006

**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).

(1) Includes 3,645 shares acquired on May 26, 2006 as a result of 5% stock dividend.

(2) Includes 2,517 shares acquired on May 26, 2006 as a result of 5% stock dividend.

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- (3) This option was previously reported as covering 24,000 shares at an exercise price of \$16.80 per share, but was adjusted to reflect the 5% stock dividend that occurred on May 26, 2006.
- (4) This option was previously reported as covering 18,600 shares at an exercise price of \$19.55 per share, but was adjusted to reflect the 5% stock dividend that occurred on May 26, 2006.
- (5) This option was previously reported as covering 16,700 shares at an exercise price of \$21.18 per share, but was adjusted to reflect the 5% stock dividend that occurred on May 26, 2006.

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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