

S Y BANCORP INC
Form 4
March 18, 2014

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 *
Poindexter Philip

(Last) (First) (Middle)

320 MOCKINGBIRD HILL ROAD

(Street)

LOUISVILLE, KY 40207

(City) (State) (Zip)

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

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

03/17/2014

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)

Executive Vice President

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 | 03/17/2014 | | M | 9,450 A | \$ 21,704.632 | D | |
| Common Stock | 03/17/2014 | | S | 9,450 D | \$ 12,254.632 | D | |
| Common Stock | | | | | 5,814.5527 | I | ESOP/401k - fbo Philip Poindexter |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) | \$ 24.0667 | 03/17/2014 | | M | 9,450 | 01/17/2007 01/17/2016 | Common Stock | 9,450 |
| Option (Right to Buy) | \$ 26.83 | | | | | 02/20/2008 02/20/2017 | Common Stock | 6,000 |
| Stock Appreciation Right | \$ 23.37 | | | | | 02/19/2009 02/19/2018 | Common Stock | 3,700 |
| Stock Appreciation Right | \$ 22.14 | | | | | 02/17/2010 02/17/2019 | Common Stock | 3,700 |
| Stock Appreciation Right | \$ 21.03 | | | | | 02/16/2011 02/16/2020 | Common Stock | 6,850 |
| Stock Appreciation Right | \$ 23.76 | | | | | 03/15/2012 03/15/2021 | Common Stock | 4,090 |
| Stock Appreciation Right | \$ 22.86 | | | | | 02/20/2013 02/20/2022 | Common Stock | 7,130 |
| Stock Appreciation Right | \$ 22.89 | | | | | 02/19/2014 02/19/2023 | Common Stock | 5,050 |
| Stock Appreciation Right | \$ 29.05 | | | | | 02/18/2015 02/18/2024 | Common Stock | 5,910 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Poindexter Philip 320 MOCKINGBIRD HILL ROAD LOUISVILLE, KY 40207 | | | Executive Vice President | |

Signatures

//Philip
Poindexter 03/18/2014

__Signature of Date
Reporting Person

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) Stock option exercise.

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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