

S Y BANCORP INC
 Form 4
 February 21, 2008

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 *
 DAVIS NANCY B

(Last) (First) (Middle)
 4700 CROFTON 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)
 02/19/2008

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)
 Exec. Vice President, Treasure

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	02/19/2008		A	858	\$ 0 (2)	D	
Common Stock					6,829	I	By Spouse
Common Stock					9,739.415 (3)	I	by 401k/ESOP-fbo Nancy Davis

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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Option (Right to Buy)	\$ 11.3989					10/20/1999 04/20/2009	Common Stock	5,466
Option (Right to Buy)	\$ 10					07/17/2000 01/07/2010	Common Stock	5,466
Option (Right to Buy)	\$ 9.8238					06/21/2001 12/21/2010	Common Stock	7,146
Option (Right to Buy)	\$ 16					06/27/2002 12/27/2011	Common Stock	6,826
Option (Right to Buy)	\$ 18.619					06/17/2003 12/17/2012	Common Stock	5,256
Option (Right to Buy)	\$ 20.1714					06/16/2004 12/16/2013	Common Stock	4,726
Option (Right to Buy)	\$ 22.8095					06/14/2005 12/14/2014	Common Stock	6,306
Option (Right to Buy)	\$ 24.0667					07/17/2006 01/17/2016	Common Stock	8,406
Option (Right to Buy)	\$ 26.83					08/20/2007 02/20/2017	Common Stock	5,006
	\$ 23.37	02/19/2008		A	3,200	08/19/2008 02/19/2018		3,200

Stock
Appreciation
Right

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS NANCY B 4700 CROFTON ROAD LOUISVILLE, KY 40207			Exec. Vice President, Treasure	

Signatures

//Nancy B.
Davis

02/21/2008

__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 219.1321 additional shares received on 1/2/08 under the S.Y. Bancorp Dividend Reinvestment Plan
- (2) Restricted stock award
- (3) Includes 2007 annual employer contribution

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.