

COMMUNITY TRUST BANCORP INC /KY/

Form 4

November 14, 2014

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 *
GOOCH MARK A

2. Issuer Name **and** Ticker or Trading
Symbol

COMMUNITY TRUST BANCORP
INC /KY/ [CTBI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/13/2014

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

Executive Vice Pres./Secretary

PO BOX 2947

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PIKEVILLE, KY 41502-2947

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2014		M	8,012 A	\$ 25,292.7688 28.073 (1)	D	
Common Stock	11/13/2014		S	1,661 D	\$ 37.06 23,631.7688	D	
Common Stock	11/13/2014		S	472 D	\$ 37.08 23,159.7688	D	
Common Stock	11/13/2014		S	4,110 D	\$ 37 19,049.7688	D	
Common Stock	11/14/2014		S	200 D	\$ 36.66 18,849.7688	D	

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Common Stock	11/14/2014	S	1,569	D	\$ 36.65	17,280.7688	D	
Common Stock						13,289.609	I	By ESOP
Common Stock						15,030.6021	I	By 401(k)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option <u>(2)</u>	\$ 28.073 <u>(3)</u>	11/13/2014		M	2,003 <u>(3)</u>	01/28/2006 01/28/2015	Common Stock 2,003 <u>(3)</u>
Option <u>(2)</u>	\$ 28.073 <u>(3)</u>	11/13/2014		M	2,003 <u>(3)</u>	01/28/2007 01/28/2015	Common Stock 2,003 <u>(3)</u>
Option <u>(2)</u>	\$ 28.078 <u>(3)</u>	11/13/2014		M	2,003 <u>(3)</u>	01/28/2008 01/28/2015	Common Stock 2,003 <u>(3)</u>
Option <u>(2)</u>	\$ 28.073 <u>(3)</u>	11/13/2014		M	2,003 <u>(3)</u>	01/28/2009 01/28/2015	Common Stock 2,003 <u>(3)</u>
Option <u>(2)</u>	\$ 29.491 <u>(4)</u>					01/27/2007 01/27/2016	Common Stock 2,076.75 <u>(4)</u>
Option <u>(2)</u>	\$ 29.491 <u>(4)</u>					01/27/2008 01/27/2016	Common Stock 2,076.75 <u>(4)</u>
Option <u>(2)</u>	\$ 29.491 <u>(4)</u>					01/27/2009 01/27/2016	Common Stock 2,076.75 <u>(4)</u>
Option <u>(2)</u>	\$ 29.491 <u>(4)</u>					01/27/2010 01/27/2016	Common Stock 2,076.75 <u>(4)</u>
Option <u>(5)</u>	\$ 35.409 <u>(6)</u>					01/23/2008 01/23/2017	Common Stock 2,383 <u>(6)</u>

Option (5)	\$ 35.409 (6)	01/23/2009	01/23/2017	Common Stock	2,383 (6)
Option (5)	\$ 35.409 (6)	01/23/2010	01/23/2017	Common Stock	2,383 (6)
Option (5)	\$ 35.409 (6)	01/23/2011	01/23/2017	Common Stock	2,383 (6)
Option (7)	\$ 25.745 (8)	01/29/2013	01/29/2018	Common Stock	5,500 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOCH MARK A PO BOX 2947 PIKEVILLE, KY 41502-2947			Executive Vice Pres./Secretary	

Signatures

Mark A. Gooch By: Marilyn T. Justice,
Attorney-in-Fact

11/14/2014

__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) On April 29, 2014, CTBI declared a 10% stock dividend payable to all holders of common stock on record date May 15, 2014, payable June 2, 2014. As a result, the reporting person received an additional 1,561.4225 shares directly.
- (2) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).
- (3) Option previously reported as covering 1,821 shares @\$30.88 per share, adjusted to reflect the 10% stock dividend effective 06/02/14.
- (4) Option previously reported as covering 1,888 shares @\$32.44 per share, adjusted to reflect the 10% stock dividend effective 06/02/14.
- (5) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 2006 Stock Option Plan).
- (6) Option previously reported as covering 2,166.25 shares @\$38.95 per share, adjusted to reflect the 10% stock dividend effective 06/02/14.
- (7) Right to buy pursuant to Non-Qualified Stock Option Agreement (CTBI 2006 Stock Ownership Incentive Plan).
- (8) Option previously reported as covering 5,000 shares @\$28.32 per share, adjusted to reflect the 10% stock dividend effective 06/02/14.

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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