

Polley Malcolm Emerson
 Form 4
 April 19, 2011

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 *
 Polley Malcolm Emerson

(Last) (First) (Middle)
 800 PHILADELPHIA ST
 (Street)

INDIANA, PA 15701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 S&T BANCORP INC [STBA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/21/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/21/2011 | | A ⁽¹⁾ | | 739 | A | \$ 22.215 |
| Common Stock | 03/21/2011 | | A ⁽²⁾ | | 2,072 | A | \$ 21.245 |
| Common Stock | | | | | | | 2,124 |
| Common Stock | | | | | | | 99 |
| | | | | | | D | 401 K |
| | | | | | | I | Wife |

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options (Right to Buy) | \$ 37.855 | | | Code V | (A) | 01/01/2007 12/19/2015 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Polley Malcolm Emerson 800 PHILADELPHIA ST INDIANA, PA 15701 | | | EXECUTIVE VICE PRESIDENT | |

Signatures

/s/ Timothy P. McKee P.O.A. for Malcolm E. Polley
Date: 04/18/2011

__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 March 21, 2011, the Compensation and Benefits Committee of the Registrant's board of directors approved the grant of restricted stock under the S&T Bancorp, Inc. 2003 Incentive Stock Plan, contingent upon the achievement of an earnings per share target under the S&T Bancorp, Inc. Management Incentive Plan for 2010. The actual number of shares granted and communicated to the recipient was determined after actual earnings per share were determined for the Registrant and the Registrant's Form 10-K was accepted by the SEC on March 15, 2011. Shares will vest 100% on January 1, 2012, subject to the restrictions of Section 30.10 of 31 C.F.R. Part 30, an interim final regulation promulgated by the United States Department of Treasury governing executive compensation for recipients of financial

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assistance under the Troubled Assets Relief Program ("TARP").

- (2) On March 21, 2011, the Compensation and Benefits Committee of the Registrant's board of directors approved the grant of restricted stock under the S&T Bancorp, Inc. Long Term Incentive Plan. The actual number of shares granted and communicated to the recipient was determined based on the target incentive payout, which is 20% of the Reporting Person's base salary on the grant date, divided by the average of the high and low prices of S&T Bancorp, Inc. common stock on the grant date. One half of the shares will vest 50% in two years and 50% in three years, so long as the reporting person remains employed by S&T Bancorp, Inc. The other half will be earned based on S&T's Return on Average Equity performance over a three year period. In addition, shares will vest, subject to the restrictions of Section 30.10 of 31 C.F.R. Part 30, an interim final regulation promulgated by the United States Department of Treasury governing executive compensation for recipients of financial assistance under the Troubled Assets Relief Program.

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.