

S Y BANCORP INC  
 Form 4  
 October 12, 2005

**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 \*  
**THOMPSON KATHY C**

(Last) (First) (Middle)

6804 FAIRWAY VIEW CT.

(Street)

PROSPECT, KY 40059

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**10/12/2005**

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 (D) Price   |   |  |   |
| Common Stock                    | 10/12/2005                           |  | P                              | 34.115 A \$ 23.8499   | 39,408.8619   | D  |   |
| Common Stock                    |                                      |  |                                |   | 8,044.9937  | I  | By ESOP/401k-fbo Kathy Thompson                       |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option (Right to Buy)                      | \$ 3.625   | 01/03/2005                           |  | M                              | 27,586  | 07/10/1995 01/10/2005                                    | Common Stock 27,586   |
| Option (Right to Buy)                      | \$ 7.25  |                                      |  |                                |   | 07/03/1997 01/03/2007                                    | Common Stock 4,000  |
| Option (Right to Buy)                      | \$ 10.25   |                                      |  |                                |   | 07/08/1998 01/08/2008                                    | Common Stock 4,000  |
| Option (Right to Buy)                      | \$ 11.9688   |                                      |  |                                |   | 10/20/1999 04/20/2009                                    | Common Stock 6,400  |
| Option (Right to Buy)                      | \$ 10.5  |                                      |  |                                |   | 07/07/2000 01/07/2010                                    | Common Stock 7,000  |
| Option (Right to Buy)                      | \$ 10.315  |                                      |  |                                |   | 06/21/2001 12/21/2010                                    | Common Stock 9,000  |
| Option (Right to Buy)                      | \$ 16.8  |                                      |  |                                |   | 06/27/2001 12/27/2011                                    | Common Stock 8,000  |
| Option (Right to Buy)                      | \$ 19.55   |                                      |  |                                |   | 06/17/2003 12/17/2012                                    | Common Stock 6,800  |
| Option (Right to Buy)                      | \$ 21.18   |                                      |  |                                |   | 06/16/2004 12/16/2013                                    | Common Stock 9,300  |
| Option (Right to Buy)                      | \$ 23.95   |                                      |  |                                |   | 06/14/2005 06/14/2014                                    | Common Stock 8,900  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| THOMPSON KATHY C<br>6804 FAIRWAY VIEW CT.<br>PROSPECT, KY 40059 | X             |           | Executive Vice President |       |

## Signatures

//Kathy C.  
Thompson 10/12/2005

\_\_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).

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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