

Hillebrand James A
 Form 4
 January 11, 2006

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 *
 Hillebrand James A

(Last) (First) (Middle)
 7217 FOX HARBOR ROAD
 (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)
 01/10/2006

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 or Price | | |
| Common Stock | 01/10/2006 | | P | | 1.859 A \$ 24.6892 | 397.2819 | D |
| Common Stock | 04/20/2005 | | P | | 507.0773 A \$ 24.1 | 3,582.4303 | I by ESOP/401k-fbo James Hillebrand |
| Common Stock | 04/20/2005 | | P | | 211.3158 A \$ 24.1 | 2,211.6798 | I by ESOP/401k-fbo Lynn Hillebrand |

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) | 8. Price or Value of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 7.25 | | | | | 01/03/1998 | 01/03/2007 | Common Stock | 2,000 |
| Option (Right to Buy) | \$ 10.25 | | | | | 01/08/1999 | 01/08/2008 | Common Stock | 4,000 |
| Option (Right to Buy) | \$ 11.9688 | | | | | 04/20/2000 | 04/20/2009 | Common Stock | 2,200 |
| Option (Right to Buy) | \$ 10.5 | | | | | 01/07/2001 | 01/07/2010 | Common Stock | 2,400 |
| Option (Right to Buy) | \$ 10.315 | | | | | 12/21/2001 | 12/21/2010 | Common Stock | 3,400 <u>(1)</u> |
| Option (Right to Buy) | \$ 16.8 | | | | | 12/27/2002 | 12/27/2011 | Common Stock | 2,800 <u>(1)</u> |
| Option (Right to Buy) | \$ 19.55 | | | | | 12/17/2003 | 12/17/2012 | Common Stock | 3,000 <u>(1)</u> |
| Option (Right to Buy) | \$ 21.18 | | | | | 12/16/2004 | 12/16/2013 | Common Stock | 3,000 <u>(1)</u> |
| | \$ 23.95 | | | | | 12/14/2005 | 12/14/2014 | | |

| | | | | | |
|-----------------------------|-----------|------------|------------|-----------------|---------------------|
| Option (Right to Buy) | | | | Common Stock | 6,000 <u>(1)</u> |
| Option (Right to Buy) | \$ 10.5 | 01/07/2001 | 01/07/2010 | Common Stock | 320 <u>(1)</u> |
| Option (Right to Buy) | \$ 10.315 | 12/21/2001 | 12/21/2010 | Common Stock | 800 <u>(1)</u> |
| Option (Right to Buy) | \$ 16.8 | 12/27/2002 | 12/27/2011 | Common Stock | 1,320 |
| Option (Right to Buy) | \$ 19.55 | 12/17/2003 | 12/17/2012 | Common Stock | 1,440 <u>(1)</u> |
| Option (Right to Buy) | \$ 21.18 | 12/16/2004 | 12/16/2013 | Common Stock | 1,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hillebrand James A 7217 FOX HARBOR ROAD PROSPECT, KY 40059 | | | Executive Vice President | |

Signatures

//James A.
Hillebrand

01/10/2006

__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) These options vest 20% per year.

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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