

COMMUNITY TRUST BANCORP INC /KY/
Form 4/A
February 10, 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 *
WASSON MICHAEL S

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)
100 EAST VINE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

LEXINGTON, KY 40507
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/31/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 12/15/2004 | | J(1) | 12 A \$ 0 | 133 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option <u>(2)</u> | \$ 11.27 | 10/24/2000 | | J ⁽³⁾ | 4,620 | 10/24/2005 10/24/2010 | Common Stock | 26,620 |
| Option <u>(2)</u> | \$ 16.717 | 01/29/2002 | | J ⁽⁴⁾ | 1,155 | 01/29/2007 01/29/2012 | Common Stock | 6,655 |
| Option <u>(5)</u> | \$ 20.983 | 01/17/2003 | | J ⁽⁶⁾ | 304 | 01/17/2004 01/17/2013 | Common Stock | 1,751 |
| Option <u>(5)</u> | \$ 20.983 | 01/27/2003 | | J ⁽⁶⁾ | 304 | 01/17/2005 01/17/2013 | Common Stock | 1,751 |
| Option <u>(5)</u> | \$ 20.983 | 01/17/2003 | | J ⁽⁶⁾ | 304 | 01/17/2006 01/17/2013 | Common Stock | 1,751 |
| Option <u>(5)</u> | \$ 20.983 | 01/17/2003 | | J ⁽⁶⁾ | 304 | 01/17/2007 01/17/2013 | Common Stock | 1,751 |
| Option <u>(2)</u> | \$ 27.109 | 01/27/2004 | | J ⁽⁷⁾ | 250 | 01/27/2009 01/27/2014 | Common Stock | 2,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WASSON MICHAEL S 100 EAST VINE STREET LEXINGTON, KY 40507 | | | Executive Vice President | |

Signatures

Michael S. Wasson By: Marilyn T. Justice
Attorney-in-Fact 02/10/2005

**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 October 26, 2004, CTBI declared a 10% stock dividend to all holders of record of common stock on December 1, 2004, payable December 15, 2004. As a result, the reporting person received 12 shares directly.

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- (2) Right to buy pursuant to the Management Retention Incentive Stock Option Plan.
- (3) Option previously reported as covering 20,000 shares @\$15 per share, adjusted to reflect the 10% stock dividends effective 12/15/02, 12/15/03, and 12/15/04.
- (4) Option previously reported as covering 5,000 shares @\$22.25 per share, adjusted to reflect the 10% stock dividends effective 12/15/02, 12/15/03, and 12/15/04.
- (5) Right to buy pursuant to the CTBI 1998 Stock Option Plan.
- (6) Option previously reported as covering 1,447 shares @\$25.39 per share, adjusted to reflect the 10% stock dividends effective 12/15/03 and 12/15/04.
- (7) Option previously reported as covering 2,500 shares @\$29.82 per share, adjusted to reflect the 10% stock dividend effective 12/15/04.

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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