

THOMPSON KATHY C
Form 4
December 28, 2006

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 *
THOMPSON KATHY C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6804 FAIRWAY VIEW CT.

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2006

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

(Street)
PROSPECT, KY 40059

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/31/2006		G	V 170 D \$ 0	43,842.8251 (1)	D	
Common Stock					9,430.5466	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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(9-02)

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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)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 24.0667					07/17/2006 11/07/2016	Common Stock	14,700
Option (Right to Buy)	\$ 6.9048	08/09/2006		M	4,200	07/03/1997 01/03/2007	Common Stock	4,200
Option (Right to Buy)	\$ 9.7619					07/08/1998 01/08/2008	Common Stock	4,200
Option (Right to Buy)	\$ 11.3989					10/20/1999 04/20/2009	Common Stock	6,720
Option (Right to Buy)	\$ 10					07/07/2000 01/07/2010	Common Stock	7,350
Option (Right to Buy)	\$ 9.8238					06/21/2001 12/21/2010	Common Stock	9,450
Option (Right to Buy)	\$ 16					06/27/2001 12/27/2011	Common Stock	8,400
Option (Right to Buy)	\$ 18.619					06/17/2003 12/17/2012	Common Stock	7,140
Option (Right to Buy)	\$ 20.1714					06/16/2004 12/16/2013	Common Stock	9,765
Option (Right to Buy)	\$ 22.8095					06/14/2005 06/14/2014	Common Stock	9,345

Reporting Owners

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

Signatures

//Kathy C.
Thompson

12/28/2006

__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) Additional 36.3549 shares received on October 2, 2006 under S.Y. Bancorp Dividend Reinvestment Plan.

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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