

BROOKS DAVID H

Form 4

October 10, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROOKS DAVID H

(Last) (First) (Middle)

4010 FOX MEADOW WAY

(Street)

PROSPECT, KY 40059

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2006

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)

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)
Common Stock				(A) or (D)	76,470 ⁽¹⁾	D	
Common Stock					52,867 ⁽²⁾	I	By Spouse
Common Stock	10/03/2006		P	6.063 A \$ 28.72	1,178.24	I	Trust-Directors Deferred Comp Plan

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**

SEC 1474
(9-02)

number.

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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Option (Right to Buy)	\$ 16 ⁽³⁾					06/27/2002	12/27/2011	Common Stock
								25,200 ⁽³⁾
Option (Right to Buy)	\$ 18.619 ⁽⁴⁾					06/17/2003	12/17/2012	Common Stock
								19,530 ⁽⁴⁾
Option (Right to Buy)	\$ 20.1714 ⁽⁵⁾					06/16/2004	12/16/2013	Common Stock
								17,535 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROOKS DAVID H 4010 FOX MEADOW WAY PROSPECT, KY 40059			X	

Signatures

//David H.
Brooks 10/10/2006

**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) Includes 3,645 shares acquired on May 26, 2006 as a result of 5% stock dividend.

(2) Includes 2,517 shares acquired on May 26, 2006 as a result of 5% stock dividend.

Edgar Filing: BROOKS DAVID H - Form 4

- (3) This option was previously reported as covering 24,000 shares at an exercise price of \$16.80 per share, but was adjusted to reflect the 5% stock dividend that occurred on May 26, 2006.
- (4) This option was previously reported as covering 18,600 shares at an exercise price of \$19.55 per share, but was adjusted to reflect the 5% stock dividend that occurred on May 26, 2006.
- (5) This option was previously reported as covering 16,700 shares at an exercise price of \$21.18 per share, but was adjusted to reflect the 5% stock dividend that occurred on May 26, 2006.

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.