

BROOKS DAVID H  
Form 4  
July 31, 2008

**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 \*  
**BROOKS DAVID H**

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)  
**4010 FOX MEADOW WAY**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/29/2008**

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

**PROSPECT, KY 40059**

(City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
Common Stock	07/29/2008		S	1,231 D	\$ 25.1317	63,293	D
Common Stock	07/29/2008		S	2,000 D	\$ 25.3266	61,293	D
Common Stock	07/29/2008		S	2,000 D	\$ 25.3501	59,293	D
Common Stock	07/29/2008		S	2,000 D	\$ 25.2546	57,293	D
Common Stock	07/29/2008		S	2,000 D	\$ 25.2105	55,293	D
	07/29/2008		S	2,000 D		53,293	D

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Common Stock					\$ 25.1996				
Common Stock	07/29/2008		S	2,720	D	\$ 25.0911	50,573	D	
Common Stock							55,260.2002	I	By Spouse
Common Stock							1,233.426	I	Trust-Directors Deferred Comp Plan

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)	8. Price or Value 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)	\$ 18.619					06/17/2003	12/17/2012	Common Stock	19,530
Option (Right to Buy)	\$ 20.1714					06/16/2004	12/16/2013	Common Stock	17,535

## 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

07/31/2008

\_\_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).

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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