

Hillebrand James A  
 Form 4  
 February 22, 2012

**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)  
 13308 LONGWOOD LANE  
 (Street)

GOSHEN, KY 40026

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/20/2012

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)  
 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) |            |        |                                   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|--------|-----------------------------------|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price   |  |   |            |        |                                   |  |
| Common Stock                    | 02/20/2012                           |  | A                              |   | 3,937   | A  | Ⓛ   | 24,590     | D      |                                   |  |
| Common Stock                    | 02/21/2012                           |  | F                              |   | 47  | D  | \$  | 22.54      | 24,543 | D                                 |  |
| Common Stock                    |                                      |  |                                |   |   |  |   | 8,896.3232 | I      | by ESOP/401k-fbo James Hillebrand |  |
| Common Stock                    |                                      |  |                                |   |   |  |   | 7,756      | I      | by IRA-fbo Lynn Hillebrand        |  |
|                                 |                                      |  |                                |   |   |  |   | 243.061    | I      |                                   |  |

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Common  
Stock

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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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Option (Right to Buy)                      | \$ 18.619  |                                      |  |                                |   | 12/17/2003   | 12/17/2012  | Common Stock               | 3,1                        |
| Option (Right to Buy)                      | \$ 20.1714   |                                      |  |                                |   | 12/16/2004   | 12/16/2013  | Common Stock               | 3,1                        |
| Option (Right to Buy)                      | \$ 22.8095   |                                      |  |                                |   | 12/14/2005   | 12/14/2014  | Common Stock               | 6,3                        |
| Option (Right to Buy)                      | \$ 24.0667   |                                      |  |                                |   | 01/17/2007   | 01/17/2016  | Common Stock               | 9,4                        |
| Option (Right to Buy)                      | \$ 26.83   |                                      |  |                                |   | 02/20/2008   | 02/20/2017  | Common Stock               | 6,0                        |
| Stock Appreciation Right                   | \$ 23.37   |                                      |  |                                |   | 02/19/2009   | 02/19/2018  | Common Stock               | 4,2                        |
| Stock Appreciation Right                   | \$ 22.14   |                                      |  |                                |   | 02/17/2010   | 02/17/2019  | Common Stock               | 5,0                        |
| Stock Appreciation                         | \$ 21.03   |                                      |  |                                |   | 02/16/2011   | 02/16/2020  | Common Stock               | 9,0                        |

Right

Stock

Appreciation \$ 23.76

03/15/2012 03/15/2021

Common  
Stock

7,3

Right

Stock

Appreciation \$ 22.86 02/20/2012

A 13,067

02/20/2013 02/20/2022

Common  
Stock

13,0

Right

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Hillebrand James A<br>13308 LONGWOOD LANE<br>GOSHEN, KY 40026 | X             |           | President |       |

## Signatures

//James A.  
Hillebrand 02/22/2012

\_\_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) Restricted Stock Grant

(2) Stock Appreciation Rights Grant

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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