

BROOKS DAVID H
Form 4
November 04, 2004

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 [SYI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4010 FOX MEADOW WAY

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2004

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

(Street)

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

PROSPECT, KY 40059

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/03/2004 | | S | | 500 | D | \$ 22.68 48,310 |
| Common Stock | 11/03/2004 | | S | | 100 | D | \$ 22.61 48,210 |
| Common Stock | 11/03/2004 | | S | | 1,000 | D | \$ 22.55 47,210 |
| Common Stock | 11/03/2004 | | S | | 200 | D | \$ 22.6 47,010 |
| Common Stock | 11/04/2004 | | M | | 5,200 <u>(1)</u> | A | \$ 10.315 52,210 |

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| | | | |
|--------------|-------------|---|------------------------------------|
| Common Stock | 3,554.45 | I | by 401k-fbo David Brooks |
| Common Stock | 45,656 | I | By Spouse |
| Common Stock | 1,078.485 | I | Trust-Directors Deferred Comp Plan |
| Common Stock | 15,162.2457 | I | By ESOP-fbo David Brooks |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 0.4308 | | | | | 07/01/1984 01/01/2014 | Common Stock | 4,000 |
| Option (Right to Buy) | \$ 10.315 | 11/04/2004 | | M | 5,200 | 06/21/2001 12/21/2010 | Common Stock | 5,200 |
| Option (Right to Buy) | \$ 16.8 | | | | | 06/27/2002 12/27/2011 | Common Stock | 24,000 |
| Option (Right to Buy) | \$ 19.55 | | | | | 06/17/2003 12/17/2012 | Common Stock | 18,600 |
| Option (Right to Buy) | \$ 21.18 | | | | | 06/16/2004 12/16/2013 | Common Stock | 16,700 |

Reporting Owners

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

Signatures

| | |
|------------------------------------|------------|
| //David H. Brooks | 11/04/2004 |
| **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) Exercise of stock options

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