

DRAUGHN JAMES B
Form 4
August 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
DRAUGHN JAMES B

2. Issuer Name and Ticker or Trading Symbol
COMMUNITY TRUST BANCORP INC /KY/ [CTBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2012

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

C/O COMMUNITY TRUST BANCORP INC, PO BOX 2947

(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

PIKEVILLE, KY 41502-2947

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/24/2012		M	A	\$ 27.109	9,323	D
Common Stock	08/27/2012		S	D	\$ 34.28	6,573	D
Common Stock						8,527.1642	I By 401(k)
Common Stock						6,139.6884	I By ESOP

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 number.

SEC 1474
(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option <u>(1)</u>	\$ 27.109 <u>(2)</u>	08/24/2012		M	2,750 <u>(2)</u>	01/27/2009	01/27/2014	Common Stock	2,750 <u>(2)</u>
Option <u>(5)</u>	\$ 30.88					01/28/2006	01/28/2015	Common Stock	1,052
Option <u>(5)</u>	\$ 30.88					01/28/2007	01/28/2015	Common Stock	1,052
Option <u>(5)</u>	\$ 30.88					01/28/2008	01/28/2015	Common Stock	1,052
Option <u>(5)</u>	\$ 30.88					01/28/2009	01/28/2015	Common Stock	1,052
Option <u>(1)</u>	\$ 32.44					01/27/2011	01/27/2016	Common Stock	10,000
Option <u>(5)</u>	\$ 32.44					01/27/2007	01/27/2016	Common Stock	1,040.25
Option <u>(5)</u>	\$ 32.44					01/27/2008	01/27/2016	Common Stock	1,040.25
Option <u>(5)</u>	\$ 32.44					01/27/2009	01/27/2016	Common Stock	1,040.25
Option <u>(5)</u>	\$ 32.44					01/27/2010	01/27/2016	Common Stock	1,040.25
Option <u>(3)</u>	\$ 38.95					01/23/2008	01/23/2017	Common Stock	1,203.5
Option <u>(3)</u>	\$ 38.95					01/23/2009	01/23/2017	Common Stock	1,203.5
Option <u>(3)</u>	\$ 38.95					01/23/2010	01/23/2017	Common Stock	1,203.5

Option <u>(3)</u>	\$ 38.95	01/23/2011	01/23/2017	Common Stock	1,203.5
Option <u>(4)</u>	\$ 28.32	01/29/2013	01/28/2018	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRAUGHN JAMES B C/O COMMUNITY TRUST BANCORP INC PO BOX 2947 PIKEVILLE, KY 41502-2947			Executive Vice President	

Signatures

James B. Draughn By: Marilyn T. Justice,
Attorney-in-Fact 08/28/2012

**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) Right to buy pursuant to Management Retention Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).
- (2) Option previously reported as covering 2,500 shares @\$29.82 per share, adjusted to reflect 10% stock dividend effective 12/15/04.
- (3) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 2006 Stock Option Plan).
- (4) Right to buy pursuant to Non-Qualified Stock Option Agreement (CTBI 2006 Stock Ownership Incentive Plan).
- (5) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).

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.