

BROOKS DAVID H  
Form 4  
February 05, 2003

**FORM 4**

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

OMB APPROVAL

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**

OMB Number: 3235-0287  
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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

Filed By Romeo & Dye's Instant Form 4 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Brooks David H.</b> (Last) (First) (Middle) <b>4010 Fox Meadow Way</b>  (Street) <b>Prospect, KY 40059</b>			2. Issuer Name and Ticker or Trading Symbol <b>S.Y. Bancorp, Inc. SYI</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) <b>Chairman &amp; CEO</b>		
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>406-62-7565</b>			4. Statement for Month/Day/Year <b>2/05/2003</b>		
			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

1. Title of Security (Instr. 3)			2. Trans-action Date (Month/ Day/ Year)		2A. Deemed Execution Date, if any (Month/Day/ Year)		3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Ownership (Instr. 4)
Code	V	Amount	(A) or (D)	Price												
							P		100	A	7.25					
							S		100	D	36.82	7,468	D			
												22,828	I			Wife
												7,457.990	I			ESOP Shares
												1,145.9543	I			401k Shares
												397.839	I			Trust <sup>(1)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option (Right to Buy)	.8615							Immed.	None	Common Stock	3,680	3,680	D	
Option (Right to Buy)	7.25	2/5/2003				100		Immed.	1/10/05	Common Stock	100	4,153	D	
Option (Right to Buy)	14.50							Immed.	1/03/07	Common Stock	4,000	4,000	D	
Option (Right to Buy)	20.50							Immed.	1/8/08	Common Stock	2,000	2,000	D	
Option (Right to Buy)	23.9375							Immed.	1/12/09	Common Stock	10,200	10,200	D	
Option (Right to Buy)	21.00							Immed.	1/07/10	Common Stock	11,500	11,500	D	
Option (Right to Buy)	20.63							Immed.	12/21/10	Common Stock	16,000	16,000	D	
Option (Right to Buy)	33.60							Immed.	12/27/11	Common Stock	12,000	12,000	D	
Option (Right to Buy)	39.10							6/17/02	12/17/12	Common Stock	9,300	9,300	D	

Explanation of Responses:

(1) Shares held in the deferred comp plan

By: /s/ **David H. Brooks**

**2/5/2003**

Date

\*\*Signature of Reporting Person

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\*\*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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