

HEINTZMAN DAVID P
Form 4
October 29, 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 *
HEINTZMAN DAVID P

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)
3019 POPPY WAY

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2004

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

(Street)
LOUISVILLE, KY 40206

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

(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)
				(A) or (D)	Price		
Common Stock	10/26/2004		S	1,000	D \$ 22.61	74,142	D
Common Stock	10/26/2004		S	1,000	D \$ 22.63	73,142	D
Common Stock						5,738	I By Spouse
Common Stock	10/14/2004		P	17.3224	A \$ 22.5459	3,922.8721	I By Minor Child
Common Stock						10,047.1774	I by ESOP-fbo David

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Common Stock	3,554.4474	I	Heintzman by 401k-fbo David Heintzman
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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 Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 7.25							07/03/1997	01/03/2007	Common Stock	8,000
Option (Right to Buy)	\$ 10.25							07/08/1998	01/08/2008	Common Stock	4,000
Option (Right to Buy)	\$ 11.9688							07/12/1999	01/12/2009	Common Stock	12,800
Option (Right to Buy)	\$ 11.9688							10/20/1999	04/20/2009	Common Stock	4,400
Option (Right to Buy)	\$ 10.5							07/07/2000	01/07/2010	Common Stock	19,800
Option (Right to Buy)	\$ 10.315							06/21/2000	12/21/2010	Common Stock	26,000

Option (Right to Buy)	\$ 16.8	06/27/2001	12/27/2011	Common Stock	20,000
Option (Right to Buy)	\$ 19.55	06/17/2002	12/17/2012	Common Stock	15,800
Option (Right to Buy)	\$ 21.18	06/16/2004	12/16/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEINTZMAN DAVID P 3019 POPPY WAY LOUISVILLE, KY 40206	X		President	

Signatures

//David P.
Heintzman 10/29/2004

__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).

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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