

COMMUNITY TRUST BANCORP INC /KY/

Form 5

February 12, 2015

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).

Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Waters Andy D

(Last) (First) (Middle)

100 EAST VINE STREET

(Street)

LEXINGTON, KY 40507-1406

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2014

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)  
Executive Vice President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price               |  |  |   |
| Common Stock                    | 12/31/2014                           | Â  | J <sup>(1)</sup>               | 550.9571 <sup>(1)</sup>   | A          | \$ 0 <sup>(1)</sup> | 2,639.7772   | I  | By ESOP   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â                   | 2,051  | D  | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â                   | 220  | I  | By IRA  |

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  
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SEC 2270  
(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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                                    |
| Option (2)                                 | \$ 22.809 (3)  | Â                                    | Â  | Â                              | Â Â   | 01/16/2015 01/16/2020                                    | Common Stock  | 220 (3)   |
| Option (2)                                 | \$ 32.27   | Â                                    | Â  | Â                              | Â Â   | 01/27/2020 01/27/2025                                    | Common Stock  | 10,000  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Waters Andy D<br>100 EAST VINE STREET<br>LEXINGTON, KY 40507-1406 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Andy D. Waters By: Marilyn T. Justice,  
Attorney-in-Fact

02/12/2015

\_\_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).

These shares were acquired during the fiscal year under the Community Trust Bancorp, Inc. Employee Stock Ownership Plan at a price

(1) range of \$33.64-\$44.36 per share in transactions that were exempt from Section 16(b) by virtue of old rule 16a-8(b). The information reported herein is based on plan statement dated December 31, 2014.

(2) Right to buy pursuant to Non-Qualified Stock Option Agreement (CTBI 2006 Stock Ownership Incentive Plan).

(3) Option previously reported as covering 200 shares @ \$25.09 per share, adjusted to reflect the 10% stock dividend effective June 2, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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