

BRICE THOMAS A  
Form 4/A  
December 31, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
BRICE THOMAS A

2. Issuer Name and Ticker or Trading Symbol  
S&T BANCORP INC [STBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
800 PHILADELPHIA STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/26/2008

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

INDIANA, PA 15701  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/30/2008

6. Individual or Joint/Group Filing(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. 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 Ownership (Instr. 4)
Common Stock	12/26/2008		J <sup>(1)</sup>	3,545 D \$ 0 0		I	Thomas A Brice Exec Est Of David C Brice
Common Stock					70,592	D	
Common Stock					48,132	I	Wife
Common Stock					1,664	I	Wife - Ira

Edgar Filing: BRICE THOMAS A - Form 4/A

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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.875					06/20/2000 12/20/2009	Common Stock	5,000
Stock Options (Right to Buy)	\$ 19.8125					06/18/2001 12/18/2010	Common Stock	5,000
Stock Options (Right to Buy)	\$ 24.4					06/17/2002 12/17/2011	Common Stock	5,000
Stock Options (Right to Buy)	\$ 26.6					01/01/2004 12/16/2012	Common Stock	3,000
Stock Options (Right to Buy)	\$ 29.965					01/01/2005 12/15/2013	Common Stock	2,500
Stock Options (Right to Buy)	\$ 37.08					01/01/2006 12/20/2014	Common Stock	2,500

Stock					
Options	\$ 37.855	01/01/2007 <sup>(2)</sup>	12/19/2015	Common	2,500
(Right to Buy)				Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRICE THOMAS A 800 PHILADELPHIA STREET INDIANA, PA 15701			X	

## Signatures

/s/ Timothy P. McKee POA for Thomas A. Brice	12/31/2008
---	------------

\_\_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) Settlement of David C. Brice Estate 12/26/08. All shares were distributed.
- (2) 25% vesting on 01/01/07, 25% vesting on 01/01/08, 25% vesting on 01/01/09 and 25% vesting on 01/01/10

### Remarks:

This form amended to include all current holdings.

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.