

MILLER JAMES C  
 Form 5  
 February 17, 2009

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
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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).  
 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

1. Name and Address of Reporting Person \*  
**MILLER JAMES C**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**800 PHILADELPHIA STREET**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

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)

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)	(A) or (D)	Price	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)
Common Stock	12/31/2008	Â	J4 <sup>(1)</sup>	47	A	\$ 35.5	34,356	I	401k
Common Stock	12/31/2008	Â	J4 <sup>(2)</sup>	34,356	D	\$ 35.5	0	I	401k
Common Stock	12/31/2008	Â	J4 <sup>(2)</sup>	34,356	A	\$ 35.5	42,962	D	Â
Common Stock	12/31/2008	Â	J4 <sup>(3)</sup>	1,000	D	\$ 35.5	41,962	D	Â

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Common Stock	12/31/2008	Â	J4 <sup>(3)</sup>	1,000	A	\$ 35.5	1,888	I	C/f Children
Common Stock	12/31/2008	Â	J4 <sup>(4)</sup>	36	A	\$ 31.4925	1,924	I	C/f Children
Common Stock	Â	Â	Â	Â	Â	Â	17,760	I	Wife-nancy

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.875	Â	Â	Â	Â	Â	06/20/2000	12/20/2009	Common Stock	25,000
Stock Options (Right to Buy)	\$ 24.4	Â	Â	Â	Â	Â	06/17/2002	12/17/2011	Common Stock	25,000
Stock Options (Right to Buy)	\$ 29.965	Â	Â	Â	Â	Â	01/01/2005	12/15/2013	Common Stock	15,000
Stock Options (Right to Buy)	\$ 37.08	Â	Â	Â	Â	Â	01/01/2006	12/20/2014	Common Stock	15,000
Stock Options (Right to Buy)	\$ 37.855	Â	Â	Â	Â	Â	01/01/2007 <sup>(5)</sup>	12/19/2015	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER JAMES C 800 PHILADELPHIA STREET INDIANA, PA 15701	X			

## Signatures

/s/ Timothy P. McKee POA for James C. Miller 02/17/2009

\_\_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) These shares represent the annual increase in shares held in a 401-K plan
- (2) Shares transferred from 401-K plan to Direct Ownership.
- (3) Shares gifted to children during 2008.
- (4) Increase due to reinvested dividends in a dividend reinvestment plan
- (5) 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

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.