

HEINTZMAN DAVID P  
Form 4  
December 18, 2002

**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**

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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

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www.section16.net

1. Name and Address of Reporting Person* <b>Heintzman David P.</b>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>S.Y. Bancorp, Inc. SYI</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
<b>3019 Poppy Way</b>			<b>400-72-2625</b>			<b>12-17-2002</b>		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)		
<b>Louisville, KY 40206</b>						<input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) <b>President</b>		
(City)	(State)	(Zip)	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					

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								17,978.0274	D	
Common Stock								2,869	I	Wife
Common Stock								4,889.906	I	ESOP Shares
Common Stock								1,145.9533	I	401k Shares

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)**

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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	Title	Amount or Number of Shares				
Option (Right to Buy)	6.421							Immed.	3/30/04	Common Stock	7,960		7,960	D	
Option (Right to Buy)	7.25							Immed.	1/10/05	Common Stock	26,200		26,200	D	
Option (Right to Buy)	14.50							Immed.	1/3/07	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	6,400		6,400	D	
Option (Right to Buy)	23.9375							Immed.	4/20/09	Common Stock	2,200		2,200	D	
Option (Right to Buy)	21.00							Immed.	1/7/10	Common Stock	9,900		9,900	D	
Option (Right to Buy)	20.63							Immed.	12/21/10	Common Stock	13,000		13,000	D	
Option (Right to Buy)	33.60							Immed.	12/27/11	Common Stock	10,000		10,000	D	
Option (Right to Buy)	39.10	12/17/02		A		7,900		6/17/02	12/17/12	Common Stock	7,900		7,900	D	

Explanation of Responses:

By: /s/ David P. Heintzman

12/18/2002

Date

\*\*Signature of Reporting Person

\*\*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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