

MCMAHON JEFFERSON
Form 4
December 27, 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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| | | | | | | | | |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* McMahon Jefferson | | | 2. Issuer Name and Ticker or Trading Symbol S.Y. Bancorp, Inc. SYI | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 403-46-6725 | | 4. Statement for Month/Day/Year 12-26-2002 | | | |
| 13909 River Glen Lane | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 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 | |
| (Street) Prospect, KY 40059 | | | | | | | | |
| (City) (State) (Zip) | | | Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |

| 1. Title of Security (Instr. 3) | 2. Trans-action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans-action Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|---|---|---------------------------------|---|---|------------|-------|--|---|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 3,700 | D | |
| Common Stock | 12-26-2002 | | P | | 27.923 | A | 38.60 | 1,267.549 | I | Trust ⁽¹⁾ |
| Common Stock | | | | | | | | 4,200 | I | Trust |

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)

| 1. Title of Derivative Security | 2. Conver-sion or Exercise | 3. Trans-action | 3A. Deemed Execution | 4. Trans-action | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities | 10. Owner-ship | 11. Nature of Indirect Beneficial |
|---------------------------------|----------------------------|-----------------|----------------------|-----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|----------------|-----------------------------------|
|---------------------------------|----------------------------|-----------------|----------------------|-----------------|--------------|---|-----------------------------------|---------------------------------|------------------------------------|----------------|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code (Instr. 8) | | Derivative Securities (Instr. 3, 4 & 5) | | | Month/Day/Year | Securities (Instr. 3 & 4) | | (Instr. 5) | Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
|-----------------------|------------------------------|-----------------------|-------------------------------|-----------------|-----|---|-------------|------------------|----------------|---------------------------|-------|------------|---|--|----------------------|
| | | | | (A) | (D) | Acquired | Disposed of | Date Exercisable | | Expiration Date | Title | | | | |
| Option (Right to Buy) | 21.00 | | | | | | | (2) | 1/6/10 | Common Stock | 1,000 | | 1,000 | D | |

Explanation of Responses:

- (1) Shares held in the deferred comp plan
- (2) Vest 20% per year beginning 1/7/2001

By: /s/ **Jefferson McMahon**

12-26-2002
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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