

S Y BANCORP INC  
Form 8-K  
January 19, 2006

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): January 19, 2006

S.Y. BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Kentucky

0-17262

61-1137529

(State or other jurisdiction of  
incorporation or organization)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

1040 East Main Street, Louisville, Kentucky, 40206

(Address of principal executive offices)

(502) 582-2571

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17

CFR 240.13e-4(c)

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Item 8.01 Other Events.

Attached hereto as Exhibits 10.1 and 10.2 and incorporated herein by reference are the forms of Stock Option Grant and Agreement used by S.Y. Bancorp, Inc. ("Bancorp"), in connection with the S.Y. Bancorp, Inc. Stock Option Plan. The Plan was previously filed as Exhibit 10.1 to Bancorp's annual report on Form 10-K for the year ended December 31, 2001.

Item 9.01

**Financial Statements and Exhibits.**

(c) Exhibits

10.1 Form of Stock Option Grant and Agreement (six months vesting)

10.2 Form of Option Grant and Agreement (five year vesting)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: January 19, 2006

S.Y. BANCORP, INC.

By: /s/ Nancy B. Davis

Nancy B. Davis, Executive Vice President,  
Treasurer and Chief Financial Officer

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