



THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
8800 BLACKWELL ROAD  
ROCKVILLE MD 20850

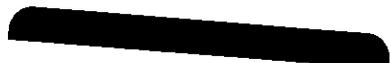
Michael Emen  
Sr. Vice President  
Listing Qualifications

Received SEC  
DEC 19 2008  
Washington, DC 20549

By Facsimile and First Class Mail

December 19, 2008

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549



08067592

001-13661

CERTNAS

Dear Ms. Peters:

This is to certify that on December 16, 2008 The Nasdaq Stock Market (the "Exchange") received from S.Y. Bancorp, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Cumulative Trust Preferred Securities  
of S.Y. Bancorp Capital Trust II  
(and the Guarantee with respect thereto)

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request

Sincerely,

PROCESSED  
DEC 23 2008  
THOMSON REUTERS

END