

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of S.Y. Bancorp, Inc. to Withdraw its Common Stock, no par value, from Listing and Registration on the American Stock Exchange LLC  
File No. 1-17262

September 7, 2005

On July 8, 2005, S.Y. Bancorp, Inc., a Kentucky corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, no par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex"). Notice of such application was published in the Federal Register on August 12, 2005.<sup>3</sup> No comments were received. The Commission is granting the application as stated below.

On March 15, 2005, the Board of Directors ("Board") of the Issuer approved a resolution to withdraw the Security from listing and registration on Amex and to list the Security on the Nasdaq National Market ("Nasdaq"). The Issuer stated that moving the Security to Nasdaq is an important part of the Board's plan to gain more visibility for the Issuer, increase liquidity in the Security, and enhance long-term shareholder value. The Issuer stated that the Board believes that Nasdaq's multiple market maker system will help achieve such goals and position the Issuer among other vibrant, innovative companies that are part of Nasdaq.

The Issuer stated that it has met the requirements of Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration by complying with all the

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 52218 (August 5, 2005), 70 FR 47270.

applicable laws in effect in Kentucky, in which it is incorporated. The Issuer's application relates solely to the withdrawal of the Security from listing on Amex and from registration under Section 12(b) of the Act,<sup>4</sup> and shall not affect its obligation to be registered under Section 12(g) of the Act.<sup>5</sup>

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on September 8, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>6</sup>

Jonathan G. Katz  
Secretary

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<sup>4</sup> 15 U.S.C. 781(b).

<sup>5</sup> 15 U.S.C. 781(g).

<sup>6</sup> 17 CFR 200.30-3(a)(1).