

BRICE TODD A  
Form 5  
February 17, 2009

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person \*  
BRICE TODD A

2. Issuer Name and Ticker or Trading Symbol  
S&T BANCORP INC [STBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

PRESIDENT

800 PHILADELPHIA STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

6. Individual or Joint/Group Reporting

(check applicable line)

INDIANA, PA 15701

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2008	Â	J4 <sup>(1)</sup>	256	A	\$ 35.5	2,834	I	401k
Common Stock	12/31/2008	Â	A4 <sup>(2)</sup>	305	A	\$ 30.69	50,724	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	4,776	I	Children
Common Stock	Â	Â	Â	Â	Â	Â	0	I	Wife - Ira

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 24.4	Â	Â	Â	Â Â	12/17/2001 12/17/2011	Common Stock 10,000
Stock Options (Right to Buy)	\$ 29.965	Â	Â	Â	Â Â	01/01/2005 12/15/2013	Common Stock 10,000
Stock Options (Right to Buy)	\$ 37.08	Â	Â	Â	Â Â	01/01/2006 12/20/2014	Common Stock 12,500
Stock Options (Right to Buy)	\$ 37.855	Â	Â	Â	Â Â	01/01/2007 <sup>(3)</sup> 12/19/2015	Common Stock 12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRICE TODD A 800 PHILADELPHIA STREET INDIANA, PA 15701	Â	Â	Â	PRESIDENT Â

## Signatures

/s/ Timothy P. McKee POA for Todd D.  
Brice

02/17/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares represent the annual increase in shares held in a 401-K plan.  
On December 15, 2008, restricted stock was granted under the S&T Bancorp, Inc. 2003 Incentive Stock Plan, contingent upon the achievement of an earnings per share target under the S&T Bank Incentive Program for Senior Management. The actual number of shares granted and communicated to the recipient was determined after actual earnings per share were determined for the Registrant and presented to the Registrant's board of directors on January 29, 2009.
- (2)
- (3) 25% vesting on 01/01/07, 25% vesting on 01/01/08, 25% vesting on 01/01/09 and 25% vesting on 01/01/10

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### Remarks:

ThisÂ formÂ amendedÂ toÂ includeÂ allÂ currentÂ holdings.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.