LITTLE TRACY E

Form 5

February 13, 2007

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Expires: 2005
Estimated average burden hours per response... 1.0

Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4
30(h) of the Investment Company Act of 1940

Symbol

Form 4
Transactions

Transactions Reported

LITTLE TRACY E

1. Name and Address of Reporting Person *

			MUNITY TRUST BANCORP (Y/ [CTBI]			RP.	(Check all applicable)				
(Last)	· · · · ·	(Month/	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006				Director 10% Owner Officer (give title Other (specify below) below) Executive Vice President				
100 EAST											
	(Street)		endment, Date Original 6. onth/Day/Year)				6. Individual or Joint/Group Reporting				
		Filed(Mo					(check applicable line)				
LEXINGTO	ON, KY 40507	7-1406				_	K_ Form Filed by O_ Form Filed by Oerson				
(City)	(State)	(Zip) Tak	ole I - Non-Der	rivative Secu	rities	Acquir	ed, Disposed of	, or Beneficial	ly 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)		of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	Ownership Form: Direct	ect Beneficial Ownership		
				Amount	(A) or (D)	Price	(Instr. 3 and 4)	(IIIsti. 1)			
Common Stock	Â	Â	Â	Â	Â	Â	310	D	Â		
Common Stock	12/31/2006	Â	<u>J(1)</u>	219.407	A	\$ 0 (1)	473.735	I	By: ESOP		
Common Stock	12/31/2006	Â	J(2)	218.881	D	\$ 0 (2)	117.58	I	By: 401(k)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons who respond to the collection of information contained in this form are not required to respond unless						SEC 2270 (9-02)		

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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)			6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (3)	\$ 27.109 (4)	Â	Â	Â	Â	Â	01/27/2009	01/27/2014	Common Stock	2,750 (4)
Option (3)	\$ 28.636 (5)	Â	Â	Â	Â	Â	04/27/2009	04/27/2014	Common Stock	16,500 (5)
Option (6)	\$ 30.88	Â	Â	Â	Â	Â	01/28/2006	01/28/2015	Common Stock	1,214
Option (6)	\$ 30.88	Â	Â	Â	Â	Â	01/28/2007	01/28/2015	Common Stock	1,214
Option (6)	\$ 30.88	Â	Â	Â	Â	Â	01/28/2008	01/28/2015	Common Stock	1,214
Option (6)	\$ 30.88	Â	Â	Â	Â	Â	01/28/2009	01/28/2015	Common Stock	1,214
Option (6)	\$ 32.44	Â	Â	Â	Â	Â	01/27/2007	01/27/2016	Common Stock	1,202
Option (6)	\$ 32.44	Â	Â	Â	Â	Â	01/27/2008	01/27/2016	Common Stock	1,202
Option (6)	\$ 32.44	Â	Â	Â	Â	Â	01/27/2009	01/27/2016	Common Stock	1,202
Option (6)	\$ 32.44	Â	Â	Â	Â	Â	01/27/2010	01/27/2016	Common Stock	1,202

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director 10% Owner		Officer	Other				
LITTLE TRACY E	Â	Â	Executive Vice President	Â				
100 EAST VINE STREET								

Reporting Owners 2

LEXINGTON. KYÂ 40507-1406

Signatures

Tracy E. Little By: Marilyn T. Justice, Attorney-in-Fact

02/13/2007

**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).
- These shares were acquired during the fiscal year under the CTBI Employee Stock Ownership Plan at a price range of \$31.98 to \$36.80 (1) per share in transactions that were exempt from Section 16(b) by virtue of old Rule 16a-8(b). The information reported herein is based on plan statement dated December 31, 2006.
- These shares were acquired during the fiscal year under the CTBI 401(k) plan at a price range of \$31.98 to \$36.80 per share in transactions that were exempted by virtue of old Rule 16a-8(b) and new Rule 16b-3(d)(2). The information reported herein is based
- (2) transactions that were exempted by virtue of old Rule 16a-8(b) and new Rule 16b-3(d)(2). The information reported herein is based on plan statement dated December 31, 2006.
- (3) Right to buy pursuant to Management Retention Incentive Stock Option Agreement (CTBI Stock Option Plan).
- (4) Option previously reported as covering 2,500 shares @\$29.82 per share, adjusted to reflect 10% stock dividend effective 12/15/04.
- (5) Option previously reported as covering 15,000 shares @\$31.50 per share, adjusted to reflect 10% stock dividend effective 12/15/04.
- (6) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).

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.

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