Waters Andy D
Form 5
February 14, 2013

FORM 5

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

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

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

1. Name and Address of Reporting Person *
Waters Andy D

(Last) (First) (Middle)

100 EAST VINE STREET

(Street)

LEXINGTON,Â KYÂ 40507-1406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMMUNITY TRUST BANCORP INC /KY/ [CTBI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

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

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	01/03/2012	Â	J(1)	19.1941	A	$ 29.99	1,876.0738	D	Â
Common Stock	04/18/2012	Â	G	122	D	$ 0	1,754.0738	D	Â
Common Stock	04/18/2012	Â	J(1)	0.0738 (2)	D	$ 31.42	1,754	D	Â
Common Stock	12/31/2012	Â	J(3)	289.5628 (3)	A	$ 0 (3)	1,731.5498	D	Â

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

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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)	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)		8. D S (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (4)	$ 30.88	Â	Â	Â	Â	Â	01/28/2009	01/28/2015	Common Stock	222	
Option (4)	$ 32.44	Â	Â	Â	Â	Â	01/27/2009	01/27/2016	Common Stock	222.25	
Option (4)	$ 32.44	Â	Â	Â	Â	Â	01/27/2010	01/27/2016	Common Stock	222.25	
Option (5)	$ 38.95	Â	Â	Â	Â	Â	01/23/2008	01/23/2017	Common Stock	453.75	
Option (5)	$ 38.95	Â	Â	Â	Â	Â	01/23/2009	01/28/2017	Common Stock	453.75	
Option (5)	$ 38.95	Â	Â	Â	Â	Â	01/23/2010	01/23/2017	Common Stock	453.75	
Option (5)	$ 38.95	Â	Â	Â	Â	Â	01/23/2011	01/23/2017	Common Stock	453.75	
Option (6)	$ 28.32	Â	Â	Â	Â	Â	01/29/2013	01/29/2018	Common Stock	1,250	
Option (5)	$ 29.82	Â	Â	Â	Â	Â	01/27/2010	01/27/2019	Common Stock	125	
Option (5)	$ 29.82	Â	Â	Â	Â	Â	01/27/2011	01/27/2019	Common Stock	125	
Option (5)	$ 29.82	Â	Â	Â	Â	Â	01/27/2012	01/27/2019	Common Stock	125	
Option (5)	$ 29.82	Â	Â	Â	Â	Â	01/27/2013	01/27/2019	Common Stock	125	
	$ 25.09	Â	Â	Â	Â	Â	01/26/2015	01/26/2020		200	

Option (6)		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waters Andy D 100 EAST VINE STREET LEXINGTON,Â KYÂ 40507-1406	Â	Â	Â Executive Vice President	Â

Signatures

Andy D. Waters By: Marilyn T. Justice, Attorney-in-Fact	02/14/2013
**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) Community Trust Bancorp, Inc. Dividend Reinvestment Plan Shares.

(2) Closed DRIP Account.

(3) These shares were acquired during the fiscal year under the Community Trust Bancorp, Inc. Employee Stock Ownership Plan at a price range of $29.99-$35.68 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, 2012.

(4) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).

(5) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 2006 Stock Option Plan).

(6) Right to buy pursuant to Non-Qualified Stock Option Agreement (CTBI 2006 Stock Ownership Incentive 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.
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