

S&T BANCORP INC
Form 4
March 23, 2011

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANTOLIK DAVID G

(Last) (First) (Middle)
800 PHILADELPHIA STREET
(Street)
INDIANA, PA 15701
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2011

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)
SR EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/21/2011		A ⁽¹⁾	2,682 A \$ 21.245	9,115	D	
Common Stock					4,684	I	401k

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

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SEC 1474 (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)	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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 29.965					01/01/2005 12/15/2013	Common Stock 3,250	
Stock Options (Right to Buy)	\$ 37.08					01/01/2006 12/20/2014	Common Stock 10,000	
Stock Options (Right to Buy)	\$ 37.855					01/01/2007 12/19/2015	Common Stock 10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANTOLIK DAVID G 800 PHILADELPHIA STREET INDIANA, PA 15701			SR EXECUTIVE VICE PRESIDENT	

Signatures

/s/ Timothy P. McKee P.O.A. for David G.
Antolik 03/23/2011

**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) On March 21, 2011, the Compensation and Benefits Committee of the Registrant's board of directors approved the grant of restricted stock under the S&T Bancorp, Inc. Long Term Incentive Plan. The actual number of shares granted and communicated to the recipient

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was determined based on the target incentive payout, which is 20% of the Reporting Person's base salary on the grant date, divided by the average of the high and low prices of S&T Bancorp, Inc. common stock on the grant date. One half of the shares will be earned based on remaining with S&T for three years. The other half will be earned based on S&T's Return on Average Equity performance over a three year period. In addition, shares will vest, subject to the restrictions of Section 30.10 of 31 C.F.R. Part 30, an interim final regulation promulgated by the United States Department of Treasury governing executive compensation for recipients of financial assistance under the Troubled Assets Relief Program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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