

Polley Malcolm Emerson
 Form 5/A
 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 *
 Polley Malcolm Emerson
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

800 PHILADELPHIA ST
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EXECUTIVE VICE PRESIDENT

INDIANA, PA 15701

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/05/2009

6. Individual or Joint/Group Reporting (check applicable line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/15/2008 | Â | A4 ⁽¹⁾ | 133 A | \$ 30.69 1,408 | D | Â |
| Common Stock | 12/31/2008 | Â | J4 ⁽²⁾ | 495 A | \$ 35.5 1,256 | I | 401 K |

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

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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) | 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) | \$ 37.855 | Â | Â | Â | Â Â | 01/01/2007 ⁽³⁾ 12/19/2015 | Common Stock 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Polley Malcolm Emerson 800 PHILADELPHIA ST INDIANA, PA 15701 | Â | Â | Â EXECUTIVE VICE PRESIDENT | Â |

Signatures

Timothy P. McKee POA for Malcolm E. Polley 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) 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) These shares represent the annual increase in shares held in a 401-K plan
- (3) 25% vesting on 01/01/07, 25% vesting 01/01/08, 25% vesting on 01/01/09, 25% vesting on 01/01/10

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.