GOOCH MARK A
Form 4
May 24, 2012

FORM 4

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.
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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*] GOOCH MARK A	2. Issuer Name **and** Ticker or Trading Symbol COMMUNITY TRUST BANCORP INC /KY/ [CTBI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) PO BOX 2947	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2012	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Executive Vice Pres./Secretary
(Street) PIKEVILLE, KY 41502-2947	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2012		M		9,293	A	$ 20.983	23,111	D	
Common Stock	05/24/2012		S		9,293	D	$ 33.2596	13,818	D	
Common Stock								10,396.4884	I	By ESOP
Common Stock								11,697.3234	I	By 401(k)

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (1)	$ 20.983 (2)	05/24/2012		M			2,323.25 (2)	01/17/2004	01/17/2003	Common Stock	2,323.2
Option (1)	$ 20.983 (2)	05/24/2012		M			2,323.25 (2)	01/17/2005	01/17/2013	Common Stock	2,323.2
Option (1)	$ 20.983 (2)	05/24/2012		M			2,323.25 (2)	01/17/2006	01/17/2013	Common Stock	2,323.2
Option (1)	$ 20.983 (2)	05/24/2012		M			2,323.25 (2)	01/17/2007	01/17/2013	Common Stock	2,323.2
Option (1)	$ 27.109 (3)							01/27/2009	01/27/2014	Common Stock	5,500
Option (1)	$ 30.88							01/28/2006	01/28/2015	Common Stock	1,821
Option (1)	$ 30.88							01/28/2007	01/28/2015	Common Stock	1,821
Option (1)	$ 30.88							01/28/2008	01/28/2015	Common Stock	1,821
Option (1)	$ 30.88							01/28/2009	01/28/2015	Common Stock	1,821
Option (1)	$ 32.44							01/27/2007	01/27/2016	Common Stock	1,888
Option (1)	$ 32.44							01/27/2008	01/27/2016	Common Stock	1,888
Option (1)	$ 32.44							01/27/2009	01/27/2016	Common Stock	1,888
Option (1)	$ 32.44							01/27/2010	01/27/2016	Common Stock	1,888
	$ 38.95							01/23/2008	01/23/2017		2,166.2

Option (4)					Common Stock
Option (4)	$ 38.95		01/23/2009	01/23/2017	Common Stock	2,166.
Option (4)	$ 38.95		01/23/2010	01/23/2017	Common Stock	2,166.
Option (4)	$ 38.95		01/23/2011	01/23/2017	Common Stock	2,166.
Option (5)	$ 28.32		01/29/2013	01/29/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOCH MARK A PO BOX 2947 PIKEVILLE, KY 41502-2947			Executive Vice Pres./Secretary	

Signatures

Mark A. Gooch By: Marilyn T. Justice, Attorney-in-Fact	05/24/2012
**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) Right to buy pursuant to Incentive Stock Option Agreement (CTBI 1998 Stock Option Plan).

(2) Option previously reported as covering 1,920 shares @$25.39 per share, adjusted to reflect 10% stock dividends effective 12/15/03, and 12/15/04.

(3) Option previously reported as covering 5,000 shares @$29.82 per share, adjusted to reflect 10% stock dividend effective 12/15/04.

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

(5) 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 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.