

BRICE TODD D  
Form 4  
March 21, 2012

**FORM 4**

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

OMB APPROVAL

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

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 \*  
BRICE TODD D

(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)  
03/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PRESIDENT, CEO & DIRECTOR

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/19/2012		A <sup>(1)</sup>	4,701	A \$ 22.335	65,219	D
Common Stock	03/19/2012		A <sup>(2)</sup>	2,984	A \$ 22.335	68,203	D
Common Stock						4,384.86	I 401k
Common Stock						4,776	I Children
Common Stock						96	I Wife - Ira

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Common Stock	1,379	I	Indirect Wife
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options (Right to Buy)	\$ 29.965					01/01/2005 12/15/2013		Common Stock	10,000
Stock Options (Right to Buy)	\$ 37.08					01/01/2006 12/20/2014		Common Stock	12,500
Stock Options (Right to Buy)	\$ 37.855					01/01/2007 12/19/2015		Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRICE TODD D 800 PHILADELPHIA STREET INDIANA, PA 15701			PRESIDENT, CEO & DIRECTOR	

## Signatures

/s/ Timothy P. McKee P.O.A. for Todd D.  
Brice

03/21/2012

\_\_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) On March 19, 2012, the Compensation and Benefits Committee of the Registrant's board of directors approved the grant of restricted stock under the S&T Bancorp, Inc. 2003 Incentive Stock Plan for an incentive under the S&T Bancorp, Inc. Long Term Incentive Plan. The actual number of shares granted and communicated to the Reporting Person 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.

(2) On March 19, 2012, the Compensation and Benefits Committee of the Registrant's board of directors approved the grant of restricted stock under the S&T Bancorp, Inc. 2003 Incentive Stock Plan, due to the achievement of the Registrant's corporate performance goals and the Reporting Person's individual performance goals under the S&T Management plan for 2011. Shares will vest on March 19, 2014.

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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