

TORETTI CHRISTINE J
Form 4
November 06, 2012

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 *
TORETTI CHRISTINE J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 PHILADELPHIA STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

INDIANA, PA 15701

(City) (State) (Zip)

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

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)
Common Stock	08/13/2012		A ⁽¹⁾	V Amount (A) or (D) Price 1,313 A \$ 16.59	1,313	D	
Common Stock ⁽²⁾					7,330	D	
Common Stock					9,568.86	D	
Common Stock					180.81	I	Christine J T/f Joseph Jack
Common Stock					176.66	I	Christine J T/f

Common Stock	0	I	Maxwell Jack Pnc Invest To Benefit Children
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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. Pri Deriv Secur (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 37.855					01/01/2007	12/19/2015	Common Stock	2,500
Stock Options (Right to Buy)	\$ 37.08					01/01/2006	12/20/2014	Common Stock	2,500
Stock Options (Right to Buy)	\$ 29.965					01/01/2005	12/15/2013	Common Stock	2,500
Stock Options (Right to Buy)	\$ 26.6					01/01/2004	12/16/2012	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORETTI CHRISTINE J 800 PHILADELPHIA STREET INDIANA, PA 15701	X			

Signatures

/s/ Timothy P. McKee P.O.A. for Christine J. Toretti	11/06/2012
<u> </u> **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).

The indicated number of shares represents the number of shares of the common stock of S&T Bancorp, Inc. ("S&T") issuable to the reporting person as merger consideration pursuant to the Agreement and Plan of Merger dated as of March 29, 2012 (the "Merger Agreement") by and between S&T and Gateway Bank of Pennsylvania ("Gateway"). The indicated number of shares reflects the actual number of shares of S&T common stock issuable to the reporting person as merger consideration pursuant to the Merger Agreement. As a result of the merger, each share of Gateway common stock at the time of the merger was converted into the right to receive 0.4657 of a share of S&T common stock and \$3.08 in cash, without interest, plus cash in lieu of any fractional shares of common.

(1) Shares were transferred from PNC Trust to benefit children to Christine J. Toretti Revocable Trust at WBG.

(2) Shares were transferred from PNC Trust to benefit children to Christine J. Toretti Revocable Trust at WBG.

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.