

BRICE TODD D  
Form 4  
March 17, 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 \*  
**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)  
**03/15/2011**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2011		A <sup>(1)</sup>		5,701	A	\$ 22.365
Common Stock						I	4,247
Common Stock						I	4,776
Common Stock						I	96
Common Stock						I	1,379
							Children
							Wife - Ira
							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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(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)
Stock Options (Right to Buy)	\$ 24.4					Date Exercisable: 12/17/2001 Expiration Date: 12/17/2011	Common Stock	10,000
Stock Options (Right to Buy)	\$ 29.965					Date Exercisable: 01/01/2005 Expiration Date: 12/15/2013	Common Stock	10,000
Stock Options (Right to Buy)	\$ 37.08					Date Exercisable: 01/01/2006 Expiration Date: 12/20/2014	Common Stock	12,500
Stock Options (Right to Buy)	\$ 37.855					Date Exercisable: 01/01/2007 Expiration Date: 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

03/17/2011

\_\_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).

On March 15, 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. 2003 Incentive Stock Plan, contingent upon the achievement of an earnings per share target under the S&T Bancorp, Inc. Management Incentive Plan for 2010. The actual number of shares granted and communicated to the recipient was (1) determined after actual earnings per share were determined for the Registrant and the Registrant's Form 10-K was accepted by the SEC on March 15, 2011. Shares will vest 100% on March 15, 2013, 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 ("TARP").

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.