

Schedule 14A Information

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))

Definitive Proxy Statement

Definitive Additional materials

Soliciting material Pursuant to Rule 14a-11(c) or Rule 14a-12

S&T BANCORP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

\$125 per Exchange Act Rules 0-11(c) (1) (ii), 14a-6(i) (2) or Item 22(a) (2) of Schedule 14A.

\$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i) (3).

Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

1) Title of each class of securities to which transaction applies.

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

S&T Bancorp, Inc.
800 Philadelphia Street
Indiana, Pennsylvania 15701

Notice is hereby given that the Annual Meeting of Shareholders of S&T Bancorp, Inc. will be held at the Fifth Street Training Center of S&T Bank, 355 North Fifth Street, Indiana, Pennsylvania, on Monday, April 15, 1996, at 10:00 a.m., for the purpose of voting on the following matters:

1. The election of six directors to serve for a period of three years or until their successors are elected and shall qualify.
2. The ratification of Ernst & Young LLP, Certified Public Accountants, as independent auditors of the Corporation and its subsidiaries for 1996.
3. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Only those shareholders of record at the close of business on March 1, 1996 shall be entitled to notice of and to vote at the meeting.

WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE FILL IN, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED. IF YOU

DO ATTEND THE MEETING, YOU MAY WITHDRAW YOUR PROXY AND
VOTE YOUR SHARES IN PERSON.

By Order of the Board of Directors

James G. Barone, Secretary

March 15, 1996

S&T Bancorp, Inc.

800 Philadelphia Street

Indiana, Pennsylvania 15701

ANNUAL MEETING OF SHAREHOLDERS OF

S&T BANCORP, INC.

Date to be mailed: March 15, 1996

PROXY STATEMENT

This proxy is furnished in connection with the solicitation by the Board of Directors of S&T Bancorp, Inc. (Corporation) of proxies to be used at the Annual Meeting of the Shareholders Monday, April 15, 1996, at 10:00 a.m. at the Fifth Street Training Center of S&T Bank (Bank), 355 North Fifth Street, Indiana, PA, and at any adjournment thereto.

The annual report of the Corporation for the year ended December 31, 1995 is being mailed with this statement.

The cost of solicitation of proxies will be borne by the Bank. Solicitation is being made by mail, and if necessary may be made in person or by telephone, telegram or special letter by officers or regular employees of the Corporation or the Bank, acting

without compensation other than regular compensation.

VOTING - REVOCATION OF PROXIES

Each Proxy may be revoked at any time prior to its use at the meeting by, among other methods, giving written notice to James G. Barone, Secretary of the Corporation. A subsequently dated Proxy will, if presented to the Secretary of the Corporation, revoke a prior dated Proxy. Any Shareholder of the Corporation may attend the meeting and vote in person whether or not he has previously given a Proxy. Where a choice is specified in the Proxy, with respect to the election of directors, the shares represented by the Proxy will be voted in accordance with such specification. IF NO SPECIFICATION IS GIVEN, SHARES REPRESENTED BY PROXIES WILL BE VOTED FOR PROPOSALS 1, 2, and 3.

Holders of record of the Corporation's common stock at the close of business on March 1, 1996 (Record Date) are entitled to notice of and to vote at the meeting. At the close of business on the Record Date, there were 11,149,283 shares of the Corporation's common stock outstanding. Each share of common stock outstanding on the Record Date is entitled to one vote on all matters to come before the meeting and holders do not have cumulative voting rights with respect to the election of directors.

PRINCIPAL BENEFICIAL OWNERS OF COMMON STOCK

As of January 31, 1996, the Trust Department of the Bank held, in various fiduciary capacities, 1,503,512 shares of the Corporation's common stock. These holdings represent 13.4% of the total outstanding shares. The Trust Department has sole voting power for

923,388 of these shares and no voting power for 580,124 of these shares. It is the intention of management to vote the shares for which it has sole voting power FOR the matters to be acted upon. The Corporation is not aware of any other person who beneficially owns more than five percent of any class of securities of the Corporation.

BENEFICIAL OWNERSHIP OF COMMON STOCK BY DIRECTORS AND OFFICERS

The following table sets forth, as of January 31, 1996, the amount and percentage of the common stock of the Corporation beneficially owned by each director, each nominee for director, named Executive Officers of the Corporation and directors and Executive Officers of the Corporation as a group.

Directors, Executive Officers and Nominees*	Number of Shares of Common Stock Beneficially Owned(A)		Percentage of Shares of Common Stock Owned
	Direct	Indirect	
R.C. Bachelier	20,550	18,050	0.34
James G. Barone	20,578		0.18
Thomas A. Brice	30,599	19,899	0.45
Forrest L. Brubaker	43,923		0.39
James L. Carino	70,725	19,258	0.81
John J. Delaney	15,420	19,116	0.31
Robert D. Duggan*	70,548	6,338	0.68
Thomas W. Garges, Jr.	3,934		0.03
William J. Gatti *	12,109	1,400	0.12
Herbert L. Hanna*	72,908	68,000	1.25
Paul B. Johnston*	8,334		0.07
Joseph A. Kirk	18,203	1,883	0.18
David L. Krieger	22,625		0.21
Samuel Levy*	11,567	57,554	0.61
James C. Miller	45,966	2,498	0.43
W. Parker Ruddock	26,780		0.24

Bruce W. Salome	20,491		0.18
Charles A. Spadafora*	19,357	7,553	0.24
Christine J. Toretti	18,329	79,924	0.87
Harold W. Widdowson	8,140		0.07
Directors and Executive Officers as a group	635,824	301,835	8.34

(A) Beneficially owned shares include nonstatutory stock options vesting within 60 days of Proxy Mailing Date.

BOARD OF DIRECTORS' FEES

Non-employee members of the Board of Directors are compensated at the rate of \$2,500 per year plus \$500 per meeting attended. Directors are paid \$150 to \$200 for attendance at Board Committee Meetings.

In December 1995, each member of the Board of Directors who was not an employee of the Corporation was granted an option to acquire up to 2,500 shares of common stock of the Corporation at an exercise price of \$26.25.

RETIREMENT PLAN

The S&T Bank Retirement Plan (Retirement Plan) covers all eligible employees and provides a monthly retirement income for employees and their spouses.

The following table shows the estimated annual benefit payable upon a normal retirement date to persons in specified remuneration and years of service classifications for the Retirement Plan. This benefit is payable in addition to social security and is calculated based upon the participant's average annual regular earnings for the highest five consecutive years in the last ten.

Average Compensation for the Highest Five Consecutive Years in the Last Ten	Annual Benefit Upon Retirement with Years of Service Indicated
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	15	20	25	30	35
\$30,000	\$ 4,905	\$ 6,540	\$ 8,175	\$ 9,810	\$11,445
55,000	10,530	14,040	17,550	21,060	24,570
100,000	20,655	27,540	34,425	41,310	48,195
150,000	31,905	42,540	53,175	63,810	74,445
200,000	43,155	57,540	71,925	86,310	100,695
250,000	54,405	72,540	90,675	108,810	126,945

As of December 31, 1995, years of credited service and five year average of covered compensation for Executive Officers is as follows:

	Years of Credited Service	5 Year Average of Covered Compensation
R. D. Duggan (1)	15	\$279,630
J. C. Miller	24	178,208
D. L. Krieger	11	125,174
J. G. Barone	4	120,901
B. W. Salome	4	120,220

(1) See also "Agreements with Executive Officers" for discussion of additional retirement arrangements for Mr. Duggan.

The Bank also maintains a Profit Sharing/Employee Stock Ownership Plan (ESOP) with 401(k) provisions in which all employees may participate with elective salary deferrals. On December 30, 1988, the ESOP acquired 280,000 shares of the Corporation's common stock which are being allocated to employee accounts over a seven to ten year period. In 1995, the Bank made monthly contributions equal to two percent of the eligible participants' compensation, a matching contribution based upon the employees' 401(k) contribution up to two percent of eligible compensation and an additional four percent contribution at year end based on Bank performance. In 1996, the Bank's contributions will be based upon a matching contribution up to three percent and a year end contribution indexed to earnings per share

performance. The year end contribution is expected to range between 2% and 6%.

Effective January 1, 1994, federal tax laws lowered the amount of annual compensations that may be considered in calculating benefits payable from qualified retirement plans to \$150,000 (subject to index adjustments in future years). In addition, 401(k) contributions by employees are restricted by "highly compensated employee" formulas. In order that Bank officers not lose benefits they would normally have been entitled to receive, non-qualified plans were approved to accumulate the benefits which would have accrued in the Retirement Plan and Profit Sharing /ESOP Plan were it not for the impact of the eligible compensation restrictions.

Other benefits generally provided to all officers and full-time employees include a medical reimbursement plan, a dental plan, a vision care plan, a long-term disability income plan and life insurance. No outside director is provided these benefits.

REMUNERATION OF EXECUTIVE OFFICERS

The following table provides information concerning remuneration of the five highest compensated Executive Officers during 1995.

Name	Year	Annual Compensation			Long Term Compensation	
		Salary	Bonus	Other Annual Compensation	Options SARS	All Other Compensation
				(A)	(B)	(C)
R. D. Duggan	1995	\$340,000	-	\$16,299	21,000	\$27,200
Chairman, Chief	1994	317,301	-	15,688	18,000	25,384
Executive Officer	1993	286,896	-	15,560	18,000	18,200
and Director						
J. C. Miller	1995	215,000	-	9,491	15,000	17,200
Executive Vice	1994	200,301	-	8,879	12,000	16,024
President and	1993	183,934	-	8,293	12,000	11,600
Director						

D. L. Krieger	1995	130,000	\$20,000	8,021	10,000	9,000
Vice President	1994	118,865	20,000	7,337	6,000	8,320
	1993	107,100	20,000	7,417	6,000	8,255
J. G. Barone	1995	127,800	10,000	6,762	10,000	10,728
Secretary and	1994	112,500	10,000	6,126	6,000	9,800
Treasurer	1993	110,800	10,000	6,144	6,000	7,540
B. W. Salome	1995	123,500	10,000	8,626	10,000	10,794
Vice President	1994	116,500	10,000	7,708	6,000	10,120
	1993	110,000	10,000	9,408	6,000	7,917

NOTES TO COMPENSATION TABLE

A. Other Annual Compensation includes expense related to providing life, disability and health insurance, any personal use of company cars and reimbursement of any taxes incurred from relocation payments.

B. The Corporation adopted an Incentive Stock Plan (Plan) that was approved by the Board of Directors on December 21, 1992 and approved by the shareholders on April 19, 1993 and an Amendment and Restatement of the Plan was approved by the Board of Directors on October 17, 1994 and approved by shareholders on April 17, 1995. Stock option grants were at \$17.25, \$19.00 and \$26.25 per share in 1993, 1994 and 1995, respectively. Options granted to other Executive Officers as a group were 22,000 shares in 1993, 32,000 shares in 1994 and 36,000 shares in 1995.

C. Includes contributions by the Bank to the 401(k)/Thrift Plan and to non-qualified benefit plans that were established in order that Executive Officers not lose benefits which would normally have accrued in qualified plans prior to the change in tax laws on January 1, 1994 that lowered the compensation calculation base to \$150,000 and limitations related to highly compensated employees.

AGREEMENTS WITH EXECUTIVE OFFICERS

In 1985, the Corporation entered into an employment

agreement with its President and Chief Executive Officer, Robert D. Duggan until December 31, 1995, in consideration of a base salary of not less than \$150,000 per year. In return, Mr. Duggan agreed that, for so long as he is receiving any payment under this agreement, he will not engage in or have a financial interest in any business competing with the Corporation.

The employment agreement entered into by the Corporation and Robert D. Duggan also provides that if Mr. Duggan's employment is terminated due to disability or retirement, he or his spouse shall receive annually, for ten years, a supplemental disability or supplemental retirement benefit in an amount sufficient to provide fifty percent (50%) of the average annual base salary he received during the last three consecutive years of his active employment with the Corporation. On October 17, 1994, the employment agreement was amended and restated to extend the term until December 31, 1997 and expand the annual payout period from 10 years to the actual number of whole years Mr. Duggan has been employed by the Corporation since December 15, 1980. The retirement arrangement of the employment agreement is unfunded.

In December, 1994, the Corporation entered into change in control agreements with the five highest compensated Executive Officers of the Corporation: Messrs. Duggan, Miller, Salome, Barone and Kreiger. Each Agreement provides that if the executive is terminated within one year following the occurrence of certain "changes in control" of the Corporation or of the Bank (as defined in each Agreement) that were not preapproved by the Board of Directors of the Corporation, or if the executive voluntarily

terminates his employment with the Corporation under certain specified circumstances following a change in control, the Executive Officers will be entitled to receive a lump-sum cash payment based on the executive's salary immediately preceding the change in control and to receive certain continuing Corporation benefits. In the case of Messrs. Duggan or Miller, the lump sum cash payment would equal three times his annual base salary immediately preceding the change in control; for each of the other Executive Officers, the cash payment would equal his annual base salary immediately preceding the change in control.

Board Compensation Committee Report On Executive Compensation

Executive compensation decisions are made by the four member Compensation and Benefits Committee (Committee) of the S&T Bancorp, Inc. Board of Directors (Board). Each member of the Committee is a non-employee director. All decisions relating to the compensation of Executive Officers are reviewed by the Board, except for decisions about awards under the Incentive Stock Plan, which must be made solely by the Committee in order for the grants or awards under such plans to satisfy Exchange Act Rule 16b-3. The report set forth below is submitted by Messrs. Levy (Chairman), Brice, Garges and Ruddock, in their capacity as Committee members, addressing the Corporation's compensation policies for 1995 as they affected Mr. Duggan, Chairman and Chief Executive Officer, and the four highest compensated Executive Officers of the Corporation in 1995 (collectively "Senior Executives").

The Committee, in its executive compensation decisions, considered overall corporate performance as well as individual initiative and achievements. The policy of the Committee is to provide competitive

levels of compensation that integrate pay with the Corporation's performance goals, reward above average performance and assist the Corporation in attracting and retaining qualified executives. Targeted levels of compensation are set at levels that the Committee believes to be consistent with others in the industry that have similar responsibilities, with the Senior Executives' actual compensation packages increasingly being weighted toward programs contingent upon the Corporation's level of long term (three years or greater) performance. As a result, the Senior Executives' actual compensation levels in any particular year may be above or below those of the Corporation's competitors, depending on the Corporation's performance. The Committee typically examines salaries and performance levels of a group of twelve to fifteen Pennsylvania peer banks as well as the SNL Securities Bank Performance Report and the SNL Executive Compensation Review for Commercial Banks.

The Committee continues to endorse the position that stock ownership by management and stock-based performance compensation arrangements are beneficial in aligning management's and shareholders' interests. The Incentive Stock Plan is considered to be an important element in designing the compensation packages of the Corporation's Senior Executive Officers.

The Committee's general approach in setting the Chief Executive Officer's annual compensation is to seek to be competitive with compensation paid to other chief executive officers, with a similar scope of responsibilities, by other companies in the industry based upon long term performance. The Committee typically compares CEO salary levels and performance against the same twelve to fifteen Pennsylvania peer

banks discussed above. We have also reviewed salary information compiled by both regional and national benefit consultants for comparison purposes.

Mr. Duggan's cash compensation for 1995 increased over the 1994 level by 7.2 percent. In setting Mr. Duggan's compensation, the Committee considered the Corporation's current year and long term performance against both local competition and a national peer group of companies in the same business.

Particular emphasis was placed upon the Corporation's success in meeting its earnings per share, return on equity and asset quality goals in 1995 as well as the assessment of Mr. Duggan's individual performance. The Committee also considered the performance of the Corporation's stock during 1995 and Mr. Duggan's role in promoting the long term strategic growth of the Corporation.

In December 1995, the Committee granted Mr. Duggan nonstatutory stock options for 21,000 shares of common stock with an exercise price equal to the market price on the date of the grant.

These options are exercisable after six months and within ten years of the date of the grant. The Committee believes that this award together with last year's award of 18,000 shares will encourage long term performance and promote management retention. In addition to the options, Mr. Duggan currently owns 24,886 shares of the Corporation's stock. This significant interest in the Corporation's common stock is considered to be beneficial to the common interests of shareholders and management.

Submitted by the Compensation and Benefits Committee
of the S&T Bancorp, Inc. Board of Directors:

Samuel Levy (Chairman); Thomas Brice; Thomas Garges;
Parker Ruddock

Five - Year Cumulative Total Return
S&T Bancorp, Inc.
S&P 500 Index and KBW 50 Index (A)

Index of Total Returns

	KBW 50	S&P 500	STBA
90Q4	100.00	100.00	100.00
91Q1	127.30	114.46	101.54
91Q2	134.26	114.23	104.70
91Q3	155.93	120.30	111.55
91Q4	158.27	130.32	115.19
92Q1	168.68	127.02	125.50
92Q2	178.46	129.44	175.24
92Q3	174.42	133.51	164.79
92Q4	201.68	140.24	191.63
93Q1	216.78	146.36	234.20
93Q2	216.37	147.07	220.43
93Q3	222.72	150.87	251.67
93Q4	212.88	154.37	253.55
94Q1	209.08	148.52	269.54
94Q2	224.80	149.14	268.12
94Q3	220.00	156.43	306.02
94Q4	202.02	156.41	297.67
95Q1	229.07	171.64	292.87
95Q2	261.83	188.02	350.42
95Q3	303.96	202.96	371.52
95Q4	323.56	215.19	456.38

(A) The Keefe, Bruyett & Woods, Inc. (KBW) 50 is made up of fifty of the nation's most important banking companies, including all money center and most regional banks.

STOCK OPTION PLAN ANTICIPATED BENEFITS

The following table is presented to show proposed

benefits to the CEO and the four most highly compensated Executive Officers. The potential realizable value is calculated assuming annual increases to the total return (market value appreciation, plus dividends) of the Corporation's common stock of 5% and 10%.

	Options Granted 1995	% of Total Granted	Exercise Price	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
					5%	10%
					R. D. Duggan	21,000
J.C. Miller	15,000	9	26.25	12/18/05	247,650	627,450
D. L. Krieger	10,000	6	26.25	12/18/05	165,100	418,300
J. G. Barone	10,000	6	26.25	12/18/05	165,100	418,300
B. W. Salome	10,000	6	26.25	12/18/05	165,100	418,300

The table below shows information about option holdings for Executive Officers at year end on an aggregate basis.

AGGREGATED OPTIONS/SAR EXERCISED IN LAST FISCAL YEAR

AND FISCAL YEAR-END OPTIONS/SAR VALUES (A)

	Number of Unexercised Options/SARs at Fiscal Year-End (B)		Value of Unexercised In-The-Money Options/SARs at Fiscal Year-End (B)	
	Exercisable	Unexercisable	Exercisable	Unexercisable
R. D. Duggan	52,000	21,000	\$715,420	\$89,250
J. C. Miller	30,000	15,000	398,220	63,750
D. L. Krieger	16,000	10,000	215,980	42,500
J. G. Barone	16,000	10,000	215,980	42,500
B. W. Salome	16,000	10,000	215,980	42,500

(A): No stock options were exercised in 1995.

(B): The numbers set forth in these columns represent nonstatutory stock options.

There have been no SARs issued pursuant to the Plan.

TRANSACTIONS WITH MANAGEMENT AND OTHERS

The Bank has made and expects to make in the future, extensions of credit in the ordinary course of business to certain directors and officers. These loans are made on substantially the same terms, including interest rates, collateral and repayment terms, as those prevailing at the same time for comparable transactions with others. Such loans did not involve more than normal risk of collectibility or present unfavorable features.

On October 1, 1986, the Bank entered into an agreement to lease, from Director Toretta and her husband as trustees under an irrevocable trust, a building and land which is used as the Bank's North Fourth Street branch and operations center. The terms of the agreement provide for payment of \$10,000 per month for the first five years and options to renew for four, five year terms with rent for each option term to be the rent from the previous term, plus five percent. On October 1, 1991 the Bank exercised its first option at \$10,500 per month.

On August 1, 1992 the Bank entered into an agreement to lease from S.W. Jack Drilling Company, controlled by Director Toretta, a building used for the S&T Bank Trust Department and other executive offices. The terms of the agreement provide for monthly payments of \$6,500 for three years and the option to lease additional space on the second floor with additional monthly payments of \$7,350. The agreement also provides S&T Bank with renewal options for four additional successive terms of three years each, with

rent for each renewal option to be the rent from the previous term plus five percent. On July 1, 1993, the Bank exercised the option for the second floor space at the S.W. Jack Building. On August 1, 1995 the bank exercised the first renewal option with a new, combined monthly rent of \$14,543.

On January 31, 1992 the Bank entered into a limited partnership arrangement with RCL Partners, Inc. for the construction of thirty apartments in Indiana, Pennsylvania targeted for senior citizens. Total investment by the Bank was \$1,761,766 and entitled the Bank to certain tax credits, tax depreciation benefits and a share of cash flows under the Internal Revenue Service Section 42 program. Director Delaney (and affiliated parties) and Director Gatti (and affiliated parties) each hold a one third interest in RCL Partners, Inc.

During 1995, the Bank made payments for purchases of goods and services from companies owned or controlled by Director Donnelly, Director Brice and Director Spadafora for \$127,898, \$123,081 and \$66,578, respectively.

CERTAIN BUSINESS RELATIONSHIPS

During 1995, the Bank acquired automobile loans on a third party basis from companies owned by Director Delaney and from companies owned by Director Spadafora. These loans were acquired on substantially the same terms as those prevailing at the same time for comparable transactions with others.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Regulations require the disclosure of any related party transactions with members of the Compensation Committee. During 1995, the Bank made payments of \$123,081 to a company owned by Director Brice for the purchase of furniture and other equipment. The Bank has made and expects to make in the future, extensions of credit in the ordinary course of business to members of the Compensation Committee. These loans are made on substantially the same terms, including interest rates, collateral and repayment terms, as those prevailing at the same time for comparable transactions with others. Such loans did not involve more than normal risk of collectibility or present unfavorable features.

ELECTION OF DIRECTORS

(Proposal 1)

The bylaws of the Corporation provide that the number of directors constituting the Board of Directors shall consist of not less than twelve nor more than twenty-five. The Articles of Incorporation of the Corporation provide for the classification of directors into three classes, as nearly equal in number as possible, with approximately one third of the directors elected annually for three year terms. Certain information about the Nominees (Class 3 Directors), whose terms will expire in 1996, and who are presently members of the Board of Directors of the Corporation and the Bank, is set forth below:

Name	Age	Principal Occupation During Past 5 Years	Director Since
Robert D. Duggan (1)	63	Chairman and Chief Executive Officer of the Corporation and the Bank	1981
William J. Gatti	54	President and Chief Executive Officer of Gatti Services, Inc.	1993
Herbert L. Hanna(1)(2)	66	M.D. (Family Practice)	1986

Paul B. Johnston	69	Doctor of Dental Surgery	1980
Samuel Levy (1) (3)	57	President, Jefferson Wholesale Grocery	1977
Charles A. Spadafora	54	President, Colonial Motor Mart	1987

Certain information about the directors whose terms continue (Class 1 and Class 2 Directors), who are directors of the Corporation and the Bank, is set forth below:

Class 1 Directors whose terms expire in 1997:

Name	Age	Principal Occupation During Past 5 Years	Director Since
R.C. Bachelier (1) (5)	70	Retired, Formerly Vice Chairman of the Corporation and the Bank	1983
Forrest L. Brubaker(1) (2)	68	Retired, Formerly Chairman of the Board of Directors of the Corporation and the Bank	1987
John J. Delaney (2)	54	President, Delaney Chevrolet, Buick, Honda	1987
W. Parker Ruddock (1) (3)	67	Judge of the Court of Common Pleas of Indiana County, Pennsylvania	1977
Christine J. Toretti(1) (2)	39	President, S.W. Jack Drilling Company and Partner, C&N Company, Gas Drillers and Producers	1984

CLASS 2 DIRECTORS WHOSE TERMS EXPIRE IN 1998:

Name	Age	Principal Occupation During Past 5 Years	Director Since
Thomas A. Brice (1) (2) (3)	55	General Manager, Douds, Inc. Retail Home Furnishings	1980
James L. Carino (1)	63	President, J.L. Carino Nurseries, Inc.	1987
Thomas W. Garges, Jr. (1) (3) (4)	56	President and Chief Executive Officer, Rochester & Pittsburgh Coal Company; Formerly Executive Vice President, Elk River Resources	1991
James C. Miller (1)	50	Executive Vice President of the Corporation, President and Chief Operating Officer of the Bank	1993
Harold W. Widdowson	68	Retired, Formerly President and Treasurer, Widdowson's Jewelers, Inc.	1980
Joseph A. Kirk	56	President, Beaver Meadow Creamery, Inc.	1993

NOTES TO LISTING OF DIRECTORS ON PAGES 12 AND 13

(1) Members of the Executive Committee of the Bank and Corporation. This committee, which is appointed annually by the Board of Directors, has authority to take action between meetings of the Board of Directors with respect to matters which a majority of the committee considers necessary to be addressed prior to the next meeting of the Board of Directors. This committee had five meetings during 1995.

(2) Members of the Audit Committee of the Bank and Corporation. The Audit Committee had four meetings during 1995. The committee supervises the internal audit activities of the Bank and also supervises and directs the activities of the Corporation's independent auditors. Another function of the committee is to recommend the services of a reputable certified public accounting firm to perform the annual audit. The committee receives and reviews reports of auditors and examiners and presents them to the Board of Directors with comments and recommendations.

(3) Members of the Compensation and Benefits Committee of the Bank and Corporation. This committee's function is to recommend to the Board of Directors action on compensation and benefit changes brought to it by management. The committee held two meetings during 1995.

(4) Mr. Garges is a director of a company that has a class of securities registered under the Securities Exchange Act of 1934.

(5) S&T Bylaws require mandatory director retirement at the Annual Meeting following the 70th birthday of the director. As such, Director Bachelier will retire from the Board at the April Meeting. The Board

currently anticipates that it will reduce the size of the Board by one member at the April Meeting.

The Board does not have a nominating committee.

During 1995, the Board of Directors of the Corporation held twelve meetings. All directors attended at least 75% of the meetings of the board and committees.

RELATIONSHIP WITH INDEPENDENT AUDITORS

(Proposal 2)

The Board of Directors considers it desirable that its appointment of the firm of Ernst & Young LLP, One Oxford Centre, Pittsburgh, Pennsylvania 15219, as independent auditors of the Corporation and its subsidiaries for the year 1996, be ratified by the shareholders.

Professional services provided to the Corporation and the Bank by Ernst & Young LLP for the year 1995 were the audit of the financial statements and assistance with certain accounting, reporting and tax matters relative to the operations of the Corporation and the Bank. A representative of Ernst & Young LLP is expected to be present at the annual meeting with the opportunity to make a statement if he so desires and to respond to appropriate questions.

COMPLIANCE WITH SECTION 16 (a) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires the Corporation's directors and Executive Officers, and persons who own more than ten percent of the Corporation's stock, to report to the Securities and Exchange Commission ("SEC") certain of their transactions with respect to the Corporation's stock. The SEC reporting rules require that changes in

beneficial ownership generally be reported on Form 4 within ten days of the month in which the change occurs, except certain types of changes may be reported on a Form 5 within 45 days of the end of the year in which the change occurs. During 1995, all directors and Executive Officers timely filed all changes in beneficial ownership.

SHAREHOLDERS' PROPOSALS

Proposals of Shareholders intended to be presented at the Annual Meeting to be held in 1997 must be received by the Corporation no later than November 13, 1996 for inclusion in the proxy statement and form of proxy relating to the 1997 meeting.

OTHER MATTERS

As of the date of this proxy statement no matters other than those set forth in the Notice of Meeting are expected to be presented to shareholders for action at this meeting. However, if any further business should properly come before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such business in accordance with their best judgment.

By Order of the Board of Directors

James G. Barone, Secretary

UPON WRITTEN REQUEST TO THE SECRETARY OF THE CORPORATION AT S&T BANCORP, INC., 800 PHILADELPHIA STREET, INDIANA, PENNSYLVANIA 15701, BY ANY SHAREHOLDER WHOSE PROXY IS SOLICITED HEREBY, THE CORPORATION WILL FURNISH A COPY OF ITS 1995 ANNUAL REPORT ON FORM 10-K TO THE SECURITIES AND EXCHANGE

COMMISSION, TOGETHER WITH FINANCIAL STATEMENTS AND
SCHEDULES THERETO, WITHOUT CHARGE TO THE SHAREHOLDER
REQUESTING SAME.

March 15, 1996

PROXY

S&T BANCORP, INC.
800 Philadelphia Street
Indiana, PA 15701

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned appoint Ruth B. Wells, James B. George and
Delbert M. Baker or either of them with full power of
substitution, and hereby authorizes them to represent and to
vote as designated below, all the shares of common stock of S&T
Bancorp, Inc. held on record by the undersigned on March 1,
1996, at the annual meeting of shareholders to be held at 10:00
AM on Monday, April 15, 1996, at the Fifth Street Training
Center of S&T Bank, 355 North Fifth Street, Indiana, PA or any
adjournment thereof.

1. ELECTION OF SIX DIRECTORS FOR A THREE-YEAR TERM:

FOR	WITHHOLD
all nominees listed	AUTHORITY
above (except	to vote for all
as marked to	nominees listed
the contrary)	above
[]	[]

Robert D. Duggan, William J. Gatti, Herbert L. Hanna, Paul B.
Johnston, Samuel Levy, Charles A. Spadafora

(INSTRUCTION: To withhold authority to vote for any individual
nominee, write that nominee's name on the space provided below.)

2. Proposal to rally the appointment of Ernst & Young LLP as the
independent auditors for the Corporation and its subsidiaries
for 1996.

FOR AGAINST ABSTAIN

[] [] []

3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2.

Please sign exactly as name appears to left. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.