S&T BANCORP INC
Form 10-K
February 29, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

x **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the fiscal year ended December 31, 2007

Commission file number 1-12508

S&T BANCORP, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania	**25-1434426**
(State or other jurisdiction of incorporation of organization)	**(I.R.S. Employer Identification No.)**
800 Philadelphia Street, Indiana, PA	**15701**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code (800) 325-2265

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, Par Value $2.50 per share

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this form 10-K or any amendment to this form 10-K. {¨}

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

The aggregate market value of the voting and non-voting common equity held by nonaffiliates of the registrant as of June 30, 2007:

Common Stock, $2.50 par value $760,793,188

The number of shares outstanding of the issuer s classes of common stock as of February 11, 2008:

Common Stock, $2.50 par value 24,586,486 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the annual shareholders meeting to be held April 21, 2008 are incorporated by reference into Part III.

Part I

Item 1. BUSINESS

General

S&T Bancorp, Inc. (S&T ; references to we or us refers to S&T, including on a consolidated basis with our subsidiaries where appropriate) was incorporated on March 17, 1983 under the laws of the Commonwealth of Pennsylvania as a bank holding company and has two wholly owned subsidiaries, S&T Bank and 9th Street Holdings, Inc. S&T owns a one-half interest in Commonwealth Trust Credit Life Insurance Company (CTCLIC). S&T is registered as a financial holding company with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended (BHCA).

As of December 31, 2007, S&T had approximately $3.4 billion in total assets, $337.6 million in total shareholder s equity and $2.6 billion in total deposits. S&T Bank deposits are insured by the Federal Deposit Insurance Corporation (FDIC) to the maximum extent provided by law.

S&T Bank is a full service bank with its Main Office at 800 Philadelphia Street, Indiana, Pennsylvania, providing services to its customers through a branch network of 46 offices located in Allegheny, Armstrong, Blair, Butler, Cambria, Clarion, Clearfield, Indiana, Jefferson and Westmoreland counties of Pennsylvania.

S&T Bank s services include accepting time and demand deposit accounts, originating commercial and consumer loans, providing letters of credit, offering discount brokerage services, personal financial planning, credit card services and insurance products. Management believes that S&T Bank has a relatively stable deposit base and no material amount of deposits is obtained from a single depositor or group of depositors (including federal, state and local governments). S&T Bank has not experienced significant fluctuations in deposits.

Total wealth management assets under management were approximately $1.3 billion at December 31, 2007. Wealth management services include services as executor and trustee under wills and deeds, as guardian and custodian of employee benefits and other trusts and brokerage services.

S&T Bank has four wholly owned subsidiaries, S&T Insurance Group, LLC, S&T Bancholdings, Inc., S&T Professional Resources Group, LLC and Stewart Capital Advisors, LLC. In May 2002, S&T Professional Resources Group, LLC was formed to market software developed by S&T Bank. In August 2002, S&T Bancholdings, Inc. was formed as an investment holding company. In August 2002, S&T Bank acquired Evergreen Insurance Associates, Inc., a multi-line insurance agency with a client base in Pennsylvania, Maryland and West Virginia. Evergreen Insurance Associates, Inc. was merged into Evergreen Acquisition, LLC, with a resulting name change to Evergreen Insurance Associates, LLC (Evergreen), a wholly owned subsidiary of S&T Insurance Group, LLC. Evergreen provides insurance programs structured to the individual needs of its customers, and offers a full line of commercial property and casualty insurance, group life and health coverage, employee benefit solutions as well as personal insurance. Stewart Capital Advisors, LLC, formed in August 2005, is a registered investment advisor that manages private investment accounts for individuals and institutions and advises the Stewart Capital Mutual Funds.

Pending Acquisition

On December 17, 2007, S&T announced that it would acquire IBT Bancorp, Inc., of Irwin, Pennsylvania (IBT), in a stock and cash transaction valued at approximately $171 million as of that date. The transaction is an in-market transaction that will expand S&T s existing footprint in the Westmoreland and Allegheny counties of Pennsylvania. The combined company will have over $4.1 billion in assets and increase its market share from 5 percent to approximately 12 percent in Westmoreland County. IBT shareholders will receive either $31.00 cash or between 0.93 and 0.97 of a fraction of a share of S&T common stock for each of their shares of IBT common stock, with the precise fraction of a share based upon the average high and low sale price for S&T common stock for a twenty trading day period preceding the date of the meeting of IBT shareholders at which the merger will be considered.

Employees

As of December 31, 2007, S&T and its subsidiaries had 806 full-time equivalent employees. S&T provides a variety of employment benefits and considers its relationship with its employees to be good.

Item 1. BUSINESS - continued

Access to United States Securities and Exchange Commission Filings

All reports filed electronically by S&T with the United States Securities and Exchange Commission (SEC), including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and our annual proxy statements, as well as any amendments to those reports, are accessible at no cost on our website at www.stbancorp.com. These filings are also accessible on the SEC s website at www.sec.gov. You may also read and copy any material S&T files with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. S&T s Corporate Governance Guidelines; the charters of the Audit Committee, the Compensation and Benefits Committee, and the Nominating and Governance Committee; and the Code of Business Conduct & Ethics are also available on S&T s website.

Supervision and Regulation

General

S&T and S&T Bank are each extensively regulated under federal and state law. The following describes certain aspects of such regulation and does not purport to be a complete description of all regulations that affect S&T or all aspects of such regulations.

To the extent statutory or regulatory provisions are described, the description is qualified in its entirety by reference to the particular statutory or regulatory provisions. Proposals to change the laws and regulations governing the banking industry are frequently raised in Congress, in state legislatures and before the various bank regulatory agencies. The likelihood and timing of any changes and the impact such changes might have on S&T or S&T Bank is impossible to determine with any certainty.

Any change in applicable laws or regulations, or in the way such laws or regulations are interpreted by regulatory agencies or courts, may have a material impact on our business, operations and earnings.

S&T

S&T is a bank holding company subject to regulation under the BHCA, and the examination and reporting requirements of the Federal Reserve System (the Federal Reserve Board). Under the BHCA, a bank holding company may not directly or indirectly acquire ownership or control of more than five percent of the voting shares or substantially all of the assets of any additional bank, or merge or consolidate with another bank holding company, without the prior approval of the Federal Reserve Board. As noted, on December 17, 2007, S&T announced that it would acquire IBT. Consummation of the transaction is subject to receipt by S&T of required regulatory approvals. S&T has applied for or is in the process of applying for such approvals.

In addition, S&T has received such approvals from the Federal Reserve Board for the following passive ownership positions:

Name of Entity	% Approved	% of Outstanding Shares Owned by S&T
Allegheny Valley Bancorp, Inc.	24.9%	14.8%
CBT Financial Corp.	9.9%	5.4%
IBT Bancorp, Inc.	9.9%	8.1%

S&T elected to become a financial holding company under the BHCA in 2001 and thereby engage in a broader range of financial and other activities than are permissible for traditional bank holding companies. In order to qualify and maintain its status as a financial holding company, the depository institutions controlled by S&T must remain well capitalized and well managed (as defined in federal law), and have at least a satisfactory Community Reinvestment Act (CRA) rating. S&T and S&T Bank currently satisfy these criteria. No regulatory approval is required for a financial holding company to acquire a company, other than a bank or savings association, engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve Board. The BHCA identifies several activities as financial in nature including, among others, securities underwriting, dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and sales agency; investment advisory activities; merchant banking activities; and activities that the Federal Reserve Board has determined to be closely related to banking or a proper incident thereto. Banks also may engage, subject to limitations on investment, in activities that are financial in nature, other than insurance underwriting, insurance company portfolio investment, real estate development and real estate investment, through a financial subsidiary of the bank, if the bank is well capitalized, well managed and has at least a satisfactory CRA rating.

Item 1. BUSINESS - continued

If S&T Bank ceases to be well capitalized or well managed, S&T will not be in compliance with the requirements of the BHCA regarding financial holding companies. If a financial holding company is notified by the Federal Reserve Bank of such a change in the ratings of any of its subsidiary banks, it must take certain corrective actions within specified time frames. Furthermore, if S&T Bank were to receive a CRA rating of less than satisfactory, then S&T would be prohibited from engaging in new activities or acquiring companies other than bank holding companies, banks or savings associations until the rating is raised to satisfactory or better.

S&T is presently engaged in nonbanking activities through the following six entities: 9th Street Holdings, Inc., S&T Bancholdings, Inc., CTCLIC, S&T Insurance Group, LLC, S&T Professional Resources Group, LLC and Stewart Capital Advisors, LLC. 9th Street Holdings, Inc. was formed in June 1988 and S&T Bancholdings, Inc. was formed in August 2002 to hold and manage a group of investments previously owned by S&T Bank and to give S&T additional latitude to purchase other investments. CTCLIC, which is a joint venture with another financial institution, acts as a reinsurer of credit life, accident and health insurance policies sold by S&T Bank and the other institution. S&T Insurance Group, LLC distributes high-quality life insurance and long-term disability income insurance products. During 2002, S&T Insurance Group, LLC expanded into the property and casualty insurance business with the acquisition of Evergreen Insurance Associates, LLC. S&T Professional Resources Group, LLC markets software developed by S&T Bank. Stewart Capital Advisors, LLC, formed in August 2005, is a registered investment advisor that manages private investment accounts for individuals and institutions and advises the Stewart Capital Mutual Funds. S&T also is subject to the supervision and regulation of the Pennsylvania Department of Banking (PADB).

S&T Bank

As a state-chartered, commercial bank, the deposits of which are insured by the FDIC, S&T Bank is subject to the supervision and regulation of the PADB and the FDIC. S&T Bank also is subject to various requirements and restrictions under federal and state law, including requirements to maintain reserves against deposits, restrictions on the types, amount and terms and conditions of loans that may be granted, and limits on the type of other activities in which S&T Bank may engage and the investments it may make.

S&T Bank also is subject to federal laws that limit the amount of transactions between itself and S&T or S&T s nonbank subsidiaries. Under these provisions, transactions by a bank with its parent company or any nonbank affiliate generally are limited to 10 percent of the bank subsidiary s capital and surplus or 20 percent in the aggregate. Further, loans and extensions of credit generally are required to be secured by eligible collateral in specified amounts. Federal law also imposes similar restrictions on transactions between a bank and its financial subsidiaries. A bank, such as S&T Bank, is prohibited from purchasing any low quality asset from an affiliate. S&T Bank is in compliance with these provisions.

Insurance of Accounts; Depositor Preference

The deposits of S&T Bank are insured up to applicable limits per insured depositor by the FDIC. As an FDIC-insured bank, S&T Bank also is subject to FDIC insurance assessments. As a result of the Federal Deposit Insurance Reform Act of 2005, the FDIC adopted a revised risk-based assessment system to determine assessment rates to be paid by member institutions such as S&T Bank. Under this revised assessment system, risk is defined and measured using an institution s supervisory ratings with certain other risk measures, including certain financial ratios. The annual rates for 2008 for institutions in risk category I range from 5 to 7 basis points, the rate for institutions in risk category II is 10 basis points and the rate for institutions in risk category III is 28 basis points. These rates may be offset by a one time assessment credit held by an institution, based on the assessment base of that institution as of December 31, 1996, and in the future by dividends that may be declared by the FDIC if the deposit reserve ratio increases above a certain amount. The FDIC may raise or lower these assessment rates based on various factors to achieve a reserve ratio, which the FDIC currently has set at 1.25 percent of insured deposits.

In addition to deposit insurance fund assessments, the FDIC assesses all insured deposits a special assessment to fund the repayment of debt obligations of the Financing Corporation (FICO). FICO is a government-sponsored entity that was formed to borrow the money necessary to carry out the closing and ultimate disposition of failed thrift institutions by the Resolution Trust Corporation. At December 31, 2007, the annualized rate established by the FDIC for the FICO assessment was 1.14 basis points per $100 of insured deposits.

Under federal law, deposits and certain claims for administrative expenses and employee compensation against insured depository institutions are afforded a priority over other general unsecured claims against such an institution, including federal funds and letters of credit, in the liquidation or other resolution of such an institution by any receiver appointed by regulatory authorities. Such priority creditors would include the FDIC.

Item 1. BUSINESS - continued

Capital

The Federal Reserve Board and the FDIC have issued substantially similar risk-based and leverage capital guidelines applicable to banking organizations they supervise. Under the risk-based capital requirements, both S&T and S&T Bank generally are required to maintain a minimum ratio of total capital to risk-weighted assets (including certain off-balance sheet activities, such as standby letters of credit) of 8.00 percent. At least half of the total capital must be composed of common equity, retained earnings and qualifying perpetual preferred stock, less certain intangibles (Tier 1 capital). The remainder may consist of certain subordinated debt, certain hybrid capital instruments and other qualifying preferred stock, and a limited amount of the loan loss allowance (Tier 2 capital and, together with Tier 1 capital, Total capital). At December 31, 2007, S&T s Tier 1 and Total capital ratios were 9.50 percent and 11.64 percent, respectively, and the ratios of Tier 1 capital and Total capital to total risk-adjusted assets for S&T Bank were 8.68 percent and 10.72 percent, respectively.

In addition, each of the federal bank regulatory agencies has established minimum leverage capital ratio requirements for banking organizations. These requirements provide for a minimum leverage ratio of Tier 1 capital to adjusted average quarterly assets equal to 3.00 percent for bank and bank holding companies that meet certain specified criteria, including that they have the highest regulatory rating and are not experiencing significant growth or expansion. All other banks and bank holding companies generally are required to maintain a leverage ratio of at least 100 to 200 basis points above the stated minimum. At December 31, 2007, S&T s leverage ratio was 8.57 percent, and S&T Bank s leverage ratio was 7.82 percent.

Both the Federal Reserve Board and the FDIC s risk-based capital standards explicitly identify concentrations of credit risk and the risk arising from non-traditional activities, as well as an institution s ability to manage these risks, as important factors to be taken into account by the agency in assessing an institution s overall capital adequacy. The capital guidelines also provide that an institution s exposure to a decline in the economic value of its capital due to changes in interest rates be considered by the agency as a factor in evaluating a bank s capital adequacy. The Federal Reserve Board also has issued additional capital guidelines for certain bank holding companies that engage in trading activities. S&T does not believe that consideration of these additional factors will affect the regulators assessment of S&T or S&T Bank s capital position.

Payment of Dividends

S&T is a legal entity separate and distinct from its banking and other subsidiaries. A substantial portion of S&T s revenues consists of dividend payments it receives from S&T Bank. S&T Bank, in turn, is subject to state laws and regulations that limit the amount of dividends it can pay to S&T. In addition, both S&T and S&T Bank are subject to various general regulatory policies relating to the payment of dividends, including requirements to maintain adequate capital above regulatory minimums. The Federal Reserve Board has indicated that banking organizations should generally pay dividends only if (1) the organization s net income available to common shareholders over the past year has been sufficient to fund fully the dividends and (2) the prospective rate of earnings retention appears consistent with the organization s capital needs, asset quality and overall financial condition. S&T does not expect that any of these laws, regulations or policies will materially influence S&T or S&T Bank s ability to pay dividends. During the year ended December 31, 2007, S&T Bank paid $45.2 million in cash dividends to S&T.

Other Safety and Soundness Regulations

There are a number of obligations and restrictions imposed on bank holding companies such as S&T and its depository institution subsidiary by federal law and regulatory policy that are designed to reduce potential loss exposure to the depositors of such depository institutions and to the FDIC insurance funds in the event the depository institution becomes in danger of default or in default. Under current federal law for example, the federal banking agencies possess broad powers to take prompt corrective action to resolve problems of insured depository institutions. The extent of these powers depends upon whether the institution in question is well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, or critically undercapitalized, as defined by the law. Under regulations established by the federal banking agencies, a well capitalized institution must have a Tier 1 capital ratio of at least 6.00 percent, a Total capital ratio of at least 10.00 percent and a leverage ratio of at least 5.00 percent and not be subject to a capital directive or order. An adequately capitalized institution must have a Tier 1 capital ratio of at least 4.00 percent, a Total capital ratio of at least 8.00 percent and a leverage ratio of at least 4.00 percent, or 3.00 percent in some cases. As of December 31, 2007, S&T Bank was classified as well capitalized. The classification of depository institutions is primarily for the purpose of applying the federal banking agencies prompt corrective action provisions and is not intended to be and should not be interpreted as a representation of overall financial condition or prospects of any financial institution.

Item 1. BUSINESS - continued

The federal banking agencies prompt corrective action powers (which increase depending upon the degree to which an institution is undercapitalized) can include, among other things, requiring an insured depository institution to adopt a capital restoration plan which cannot be approved unless guaranteed by the institution s parent company; placing limits on asset growth and restrictions on activities, including restrictions on transactions with affiliates; restricting the interest rates the institution may pay on deposits; prohibiting the payment of principal or interest on subordinated debt; prohibiting the holding company from making capital distributions without prior regulatory approval; and, ultimately, appointing a receiver for the institution. Among other things, only a well capitalized depository institution may accept brokered deposits without prior regulatory approval. In addition to the foregoing, current Federal Reserve Board policy with respect to bank holding company operations requires a bank holding company to serve as a source of financial strength to its subsidiary depository institutions and to commit resources to support such institutions in circumstances where it might not do so otherwise.

The federal banking agencies also have adopted guidelines prescribing safety and soundness standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal shareholder. In addition, the agencies adopted regulations that authorize, but do not require, an agency to order an institution that has been given notice by an agency that it is not in compliance with any of such safety and soundness standards to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the prompt corrective action provisions described above.

Regulatory Enforcement Authority

The enforcement powers available to federal banking agencies are substantial and include, among other things and in addition to other powers described herein, the ability to assess civil money penalties, to issue cease-and-desist or removal orders and to initiate injunctive actions against banks and bank holding companies and institution affiliated parties, as defined in the Federal Deposit Insurance Act (FDIA). In general, these enforcement actions may be initiated for violations of laws and regulations and unsafe or unsound practices. Other actions or inactions may provide the basis for enforcement action, including misleading or untimely reports filed with regulatory authorities.

The PADB also has broad enforcement powers over S&T Bank, including the power to impose fines and other civil and criminal penalties, and to appoint a conservator or receiver.

Interstate Banking and Branching

The BHCA currently permits bank holding companies from any state to acquire banks and bank holding companies located in any other state, subject to certain conditions, including certain nationwide and state-imposed deposit concentration limits. S&T Bank has the ability, subject to certain restrictions, to acquire by acquisition or merger, branches of banks located outside of Pennsylvania, its home state. The establishment of de novo interstate branches is also possible in those states where expressly permitted. Once a bank has established branches in a state through an interstate merger transaction, the bank may establish and acquire additional branches at any location in the state where a bank headquartered in that state could have established or acquired branches under applicable federal or state law.

Community Reinvestment and Consumer Protection Laws

In connection with its lending activities, S&T Bank is subject to a number of federal laws designed to protect borrowers and promote lending to various sectors of the economy and population. These include the Equal Credit Opportunity Act, the Truth-in-Lending Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the Fair Credit Reporting Act and the CRA. In addition, rules developed by the federal banking agencies pursuant to federal law require disclosure of privacy policies to consumers and in some circumstances, allow consumers to prevent the disclosure of certain personal information to nonaffiliated third parties.

Item 1. BUSINESS - continued

The CRA requires the appropriate federal banking agency, in connection with its examination of a bank, to assess the bank s record in meeting the credit needs of the communities served by the bank, including low and moderate-income neighborhoods. Furthermore, such assessment also is required of any bank that has applied, among other things, to merge or consolidate with or acquire the assets or assume the liabilities of an insured depository institution, or to open or relocate a branch office. In the case of a bank holding company (including a financial holding company) applying for approval to acquire a bank or bank holding company, the Federal Reserve Board will assess the record of each subsidiary bank of the applicant bank holding company in considering the application. Under the CRA, institutions are assigned a rating of outstanding, satisfactory, needs to improve or unsatisfactory. S&T Bank was rated satisfactory in its most recent CRA evaluation.

Anti-Money Laundering Legislation

S&T Bank is subject to the Bank Secrecy Act and its implementing regulations and other anti-money laundering laws and regulations, including the USA PATRIOT Act of 2001. Among other things, these laws and regulations require S&T Bank to take steps to prevent the use of S&T Bank to facilitate the flow of illegal or illicit money, to report large currency transactions and to file suspicious activity reports. S&T Bank also is required to develop and implement a comprehensive anti-money laundering compliance program. Banks also must have in place appropriate know your customer policies and procedures. Violations of these requirements can result in substantial civil and criminal sanctions. In addition, provisions of the USA PATRIOT Act require the federal financial institution regulatory agencies to consider the effectiveness of a financial institution s anti-money laundering activities when reviewing bank mergers and bank holding company acquisitions.

Competition

S&T Bank competes with other local, regional and national financial service providers, such as other financial holding companies, commercial banks, savings associations, credit unions, finance companies and brokerage and insurance firms. The financial service industry is likely to become more competitive as further technological advances enable more companies to provide financial services on a more efficient and convenient basis.

Item 1A. RISK FACTORS

Investments in S&T common stock involve risk. The following discussion highlights risks management believes are material for our company, but does not necessarily include all risks that S&T may face.

The market price of S&T common stock may fluctuate significantly in response to a number of factors, including:

changes in securities analysts estimates of financial performance

volatility of stock market prices and volumes

changes in market valuations of similar companies

changes in conditions in credit markets

new products or services offered in the banking and/or financial services industries

variations in quarterly or annual operating results

- new litigation
- changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board (FASB) or other regulatory agencies

If S&T does not adjust to changes in the financial services industry, its financial performance may suffer.

S&T s future financial performance will depend in part on its ability to expand its scope of available financial services to its customers. In addition to other banks, competitors include security dealers, brokers, mortgage bankers, investment advisors, and finance and insurance companies. The increasingly competitive environment is, in part, a result of changes in regulation, changes in technology and product delivery systems, and the accelerating pace of consolidation among financial service providers.

Item 1A. RISK FACTORS - continued

Future governmental regulation and legislation could limit our growth.

S&T is subject to extensive state and federal regulation, supervision and legislation that govern nearly every aspect of our operations. Changes to these laws could affect our ability to deliver or expand our services and diminish the value of our business. See Supervision and Regulation for additional information.

Interest rate movements impact the earnings of S&T.

S&T is exposed to interest rate risk, through the operations of its banking subsidiary, since substantially all of S&T Bank s assets and liabilities are monetary in nature. Interest rate risk arises from market driven fluctuations in interest rates that affect cash flows, income, expense and value of financial instruments. S&T Bank s earnings, like that of most financial institutions, largely depend on net interest income, which is the difference between the interest income earned on interest-earning assets, such as loans and investments, and the interest expense paid on interest-bearing liabilities, such as deposits and borrowings. In an increasing interest rate environment, the cost of funds sometimes increases more rapidly than the interest earned on the loans and securities because the primary source of funds are deposits with generally shorter maturities than the maturities on loans and investment securities. This could cause the net interest rate spread to compress and negatively impact S&T Bank s profitability.

S&T s business strategy includes growth plans through internal growth and acquisitions. Our financial condition and results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.

S&T intends to continue pursuing a profitable growth strategy. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in growth stages of development. We cannot assure you that we will be able to expand our market presence in our existing markets or successfully enter new markets or that any such expansion will not adversely affect our results of operations. Failure to manage our growth effectively could have a material adverse effect on our business, future prospects, financial condition or results of operations and could adversely affect our ability to successfully implement our business strategy. Also, if we grow more slowly than anticipated, our operating results could be materially adversely affected.

Our ability to grow successfully will depend on a variety of factors including the continued availability of desirable business opportunities, the competitive responses from other financial institutions in our market areas and our ability to manage our growth. There can be no assurance that growth opportunities will be available or that growth will be successfully managed.

Weakness in the economy and in the real estate market may adversely affect S&T.

If the strength of the U.S. economy or the real estate market in general declines, this could result in, among other things, a deterioration in credit quality or a reduced demand for credit, including a resultant effect on S&T s loan portfolio and allowance for loan losses.

Downturn in the local economies may adversely affect our business.

S&T s business is concentrated in the western-Pennsylvania area. As a result, its financial condition, results of operations and cash flows are subject to changes if there are changes in the economic conditions in this area. A prolonged period of economic recession or other adverse economic conditions in this area could have a negative impact on S&T. S&T can provide no assurance that conditions in its market area economies will not deteriorate in the future and that such deterioration would not have a material adverse effect on S&T.

Item 1B. UNRESOLVED STAFF COMMENTS

There were no unresolved comments received from the SEC regarding S&T s periodic or current reports within the last 180 days prior to December 31, 2007.

Item 2. PROPERTIES

S&T operates 46 banking offices in Allegheny, Armstrong, Blair, Butler, Cambria, Clarion, Clearfield, Indiana, Jefferson, Westmoreland and surrounding counties in Pennsylvania.

S&T owns land and banking offices at the following locations:

133 Philadelphia Street Armagh, PA 15920	205 East Market Street Blairsville, PA 15717	111 Resort Plaza Drive Blairsville, PA 15717	456 Main Street Brockway, PA 15824
256 Main Street Brookville, PA 15825	209 Allegheny Boulevard Brookville, PA 15825	100 South Chestnut Street Derry, PA 15627	410 Main Street Clarion, PA 16214
650 Main Street Clarion, PA 16214	85 Greensburg Street Delmont, PA 15626	200 Patchway Road Duncansville, PA 16635	614 Liberty Boulevard DuBois, PA 15801
196 Industrial Park Ebensburg, PA 15931	35 West Scribner Avenue DuBois, PA 15801	34 North Main Street Homer City, PA 15748	420 Pleasantview Drive & Armstrong Street Ford City, PA 16226
920 Fifth Avenue Ford City, PA 16226	701 East Pittsburgh Street Greensburg, PA 15601	225 Lucerne Road Lucernemines, PA 15754	2455 Route 286 South Indiana, PA 15701
100 South Fourth Street Youngwood, PA 15697	501 Philadelphia Street Indiana, PA 15701	2190 Hulton Road Verona, PA 15147	4385 Old Wm. Penn Hwy Monroeville, PA 15146
4251 Old Wm. Penn Hwy Murrysville, PA 15668	628 Broad Street New Bethlehem, PA 16242	539 West Mahoning Street Punxsutawney, PA 15767	12262 Frankstown Road Pittsburgh, PA 15235
301 Unity Center Road Pittsburgh, PA 15239	7660 Saltsburg Road Pittsburgh, PA 15239	30 Towne Center Drive Leechburg, PA 15656	232 Hampton Avenue Punxsutawney, PA 15767
418 Main Street Reynoldsville, PA 15851	602 Salt Street Saltsburg, PA 15681	800 Philadelphia Street Indiana, PA 15701	355 North Fifth Street Indiana, PA 15701

S&T leases land where S&T owns the banking offices and remote ATM buildings at the following locations:

8th & Merle Street Clarion, PA 16214	2320 Route 286 Pittsburgh, PA 15239	835 Hospital Road Indiana, PA 15701	1077 Freeport Road Pittsburgh, PA 15238
1107 Wayne Avenue Indiana, PA 15701	1100 Logan Boulevard Altoona, PA 16602	229 Westmoreland Drive, Route 30 Greensburg, PA 15601	220 New Castle Road Butler, PA 16001

S&T leases land and banking offices at the following locations:

20001 Route 19 Suite B Cranberry Township, PA 16066	6306 Forbes Avenue Pittsburgh, PA 15217	5522 Shaffer Road DuBois Mall DuBois, PA 15801	Coral Reef & Crooked Island Roads DuBois, PA 15801
2388 Route 286 Holiday Park, PA 15239	324 North Fourth Street Indiana, PA 15701	Shadyside Village 820 South Aiken Avenue Pittsburgh, PA 15232	Two Gateway Center 603 Stanwix Street, Suite 125 Pittsburgh, PA 15222
3100 Oakland Avenue Indiana, PA 15701	12 Hilltop Plaza Kittanning, PA 16201	3884 Route 30 East Latrobe, PA 15650	

Item 3. LEGAL PROCEEDINGS

The nature of our business generates a certain amount of litigation involving matters arising in the ordinary course of business. However, in management s opinion, there are no proceedings pending to which S&T is a party or to which our property is subject, which, if determined adversely to S&T, would be material in relation to our shareholders equity or financial condition. In addition, no material proceedings are pending nor are known to be threatened or contemplated against us by governmental authorities or other parties.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters during the fourth quarter of the fiscal year covered by this report that were submitted to a vote of our security holders through solicitation of proxies or otherwise.

PART II

Item 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER REPURCHASES OF EQUITY SECURITIES

STOCK PRICES AND DIVIDEND INFORMATION

S&T s common stock is listed on the NASDAQ Global Select Market System (NASDAQ) under the symbol STBA. The range of sale prices for the years 2007 and 2006 is set forth in the table below and is based upon information obtained from NASDAQ. As of the close of business on January 31, 2008, there were 3,030 shareholders of record of S&T. Dividends paid by S&T are primarily provided from S&T Bank s dividends to S&T. The payment of dividends by S&T Bank to S&T is subject to the restrictions described in Note J to the Consolidated Financial Statements and Payment of Dividends on page 13. The cash dividends declared shown below represent the historical per share amounts for S&T Common Stock.

	Price Range of Common Stock		
2007	**Low**	**High**	**Cash Dividends Declared**
Fourth Quarter	$ 27.22	$ 34.58	$ 0.31
Third Quarter	29.78	36.46	0.30
Second Quarter	31.55	33.97	0.30
First Quarter	31.90	35.58	0.30
2006			
Fourth Quarter	$ 31.14	$ 35.60	$ 0.30
Third Quarter	29.67	33.25	0.29
Second Quarter	31.93	36.68	0.29
First Quarter	35.59	37.68	0.29

Item 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER REPURCHASES OF EQUITY SECURITIES-continued

FIVE-YEAR CUMULATIVE TOTAL RETURN

The following chart compares the cumulative total shareholder return on S&T Common Stock with the cumulative total shareholder return of the NASDAQ Composite Index and [1]NASDAQ Bank Index assuming a $100 investment in each on December 31, 2002.

[1] The NASDAQ Bank Index contains securities of NASDAQ-listed companies classified according to the Industry Classification Benchmark as Banks. These companies include banks providing a broad range of financial services, including retail banking, loans and money transmissions.

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Item 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER REPURCHASES OF EQUITY SECURITIES - continued

During 2007, S&T repurchased 971,400 shares of its common stock at an average price of $32.74 per share. The impact of the repurchased shares is $0.03 increase to 2007 diluted earnings per share. The S&T Board of Directors previously authorized a stock buyback program for 2007 of up to one million shares, or approximately 4 percent of shares outstanding. On June 18, 2007, the S&T Board of Directors authorized a new stock buyback program until June 30, 2008 of an additional one million shares. S&T reissued 161,213 shares during 2007 primarily through the exercise of employee stock options.

The following information describes the activity that has taken place during 2007 with respect to S&T s share repurchase plan:

Period		Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that Can Be Purchased Under the Plans
01/01/2007	01/31/2007(1)(2)	81,600	$ 32.96	81,600	
02/01/2007	02/28/2007	33,900	32.82	33,900	
03/01/2007	03/31/2007	386,000	32.73	386,000	
04/01/2007	04/30/2007	108,400	32.67	108,400	
05/01/2007	05/31/2007	223,500	32.66	223,500	
06/01/2007	06/30/2007	118,000	32.83	118,000	
07/01/2007	07/31/2007	20,000	32.60	20,000	
08/01/2007	08/31/2007				
09/01/2007	09/30/2007				
10/01/2007	10/31/2007				
11/01/2007	11/30/2007				
12/01/2007	12/31/2007				
Total		**971,400**	**$ 32.74**	**971,400**	**2,000,000**

(1) *On October 16, 2006, the S&T Board of Directors authorized and announced a new stock buyback program until September 30, 2007 for an additional one million shares.*

(2) *On June 18, 2007, the Board of Directors authorized and announced a new stock buyback program until June 30, 2008 for up to an additional one million shares. As of December 31, 2007, 935,500 shares remain eligible for repurchase under this plan.*

Item 6. SELECTED FINANCIAL DATA

Year Ended December 31: *(dollars in thousands, except per share data)*	**2007**	**2006**	**2005**	**2004**	**2003**
INCOME STATEMENTS					
Interest income	$ 215,605	$ 204,702	$ 172,122	$ 148,638	$ 151,460
Interest expense	99,167	91,584	59,514	40,890	47,066
Provision for loan losses	5,812	9,380	5,000	4,400	7,300
Net interest income after provision for loan losses	110,626	103,738	107,608	103,348	97,094
Noninterest income	40,605	40,390	37,386	34,401	36,204
Noninterest expense	73,460	69,279	62,464	60,390	60,658

Income before taxes		**77,771**		**74,849**		**82,530**		**77,359**		**72,640**
Applicable income taxes		21,627		21,513		24,287		23,001		20,863
Net income	**$**	**56,144**	**$**	**53,336**	**$**	**58,243**	**$**	**54,358**	**$**	**51,777**
PER SHARE DATA										
Net income Basic	$	2.27	$	2.07	$	2.21	$	2.05	$	1.96
Net income Diluted		2.26		2.06		2.18		2.03		1.94
Dividends declared		1.21		1.17		1.13		1.07		1.02
Book Value		13.75		13.37		13.41		13.12		12.48

ITEM 6. SELECTED FINANCIAL DATA - continued

SELECTED FINANCIAL DATA

BALANCE SHEET TOTALS (PERIOD END):

Year Ended December 31: *(dollars in thousands)*	**2007**	**2006**	**2005**	**2004**	**2003**
Total assets	$ 3,421,169	$ 3,338,543	$ 3,194,979	$ 2,989,034	$ 2,900,272
Securities available for sale	358,822	432,045	481,257	503,218	594,179
Other investments	13,833	10,562	13,318	14,953	16,904
Net loans	2,762,594	2,633,071	2,454,934	2,253,089	2,069,142
Total deposits	2,621,825	2,565,306	2,418,884	2,176,263	1,962,253
Securities sold under repurchase agreements and federal funds purchased	100,258	133,021	137,829	98,384	182,020
Short-term borrowings	80,000	55,000	150,000	225,000	250,000
Long-term borrowings	201,021	171,941	83,776	86,325	116,933
Junior subordinated debt securities	25,000	25,000			
Total shareholders equity	337,560	339,051	352,421	349,129	332,718

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OVERVIEW

S&T is a financial holding company with its headquarters located in Indiana, Pennsylvania with assets of approximately $3.4 billion at December 31, 2007. S&T provides a full range of financial services through a branch network of 46 offices located in Allegheny, Armstrong, Blair, Butler, Cambria, Clarion, Clearfield, Indiana, Jefferson and Westmoreland counties of Pennsylvania. S&T provides full service retail and commercial banking products as well as cash management services; insurance; estate planning and administration; employee benefit investment management and administration; corporate services; and other fiduciary services. S&T earns revenue primarily from interest on loans, security investments and fees charged for financial services provided to our customers. Offsetting these revenues are the cost of deposits and other funding sources, provision for loan losses as well as other operating costs such as: salaries and employee benefits, occupancy, data processing expenses and tax expense. Balance sheet growth in 2007 included a 4 percent increase in commercial lending activities, an 8 percent increase in consumer and residential mortgage loans, with funding for that growth provided primarily by a 6 percent increase in borrowings and a 2 percent increase in deposits. S&T s strategic plan to deliver profitable growth to our shareholders includes: increasing loans and core deposits with sufficient interest rate spreads, controlling loan delinquency and loan losses, controlling operating expenses and expanding the business through new de novo branching, merger and acquisitions, introduction of new products and services, and expansion of our products and services provided to our existing customers.

On December 17, 2007, S&T announced that it would acquire IBT, in a stock and cash transaction valued at approximately $171 million as of that date. The transaction is an in-market transaction that will expand S&T s existing footprint in the Westmoreland and Allegheny counties of Pennsylvania. The combined company will have over $4.1 billion in assets and increase its market share from 5 percent to approximately 12 percent in Westmoreland County. IBT shareholders will receive either $31.00 cash or between 0.93 and 0.97 of a fraction of a share of S&T common stock for each of their shares of IBT common stock, with the precise fraction of a share based upon the average high and low sale price for S&T common stock for a twenty trading day period preceding the date of the meeting of IBT shareholders at which the merger will be considered.

There are many uncertainties regarding the economy as S&T enters 2008. S&T continually strives to be well positioned for changes in both the economy and interest rates, regardless of the timing or direction of these changes. Management continually assesses our balance sheet, capital, liquidity and operation infrastructures in order to be positioned to take advantage of internal or acquisition growth opportunities.

There are many factors that could influence our results, both positively and negatively, in 2008. Because the majority of our revenue comes from net interest income, internally generated loan and deposit growth and the mix of that growth are major factors on our operations and financial condition. S&T has directed a fair amount of focus and resources in planning for 2008 to improve our generation and retention of low cost core deposits. On the other hand, a slowing economy could cause

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

deterioration in the asset quality measurements. S&T recognizes that our shift to a greater dependence on commercial loans in recent years exposes us to larger credit risks and greater swings in nonperforming loans and loan charge-offs when problems do occur.

FINANCIAL CONDITION

Average earning assets increased by $77.8 million in 2007 primarily as a result of growth in commercial lending, consumer and residential mortgage activities. During 2007, average loan balances increased by $143.6 million, and average securities, other investments and federal funds sold decreased $65.8 million. The funding for this loan growth was primarily provided by a $90.6 million increase in average deposits and a $12.6 million increase in average borrowings, offset by a decrease of $16.2 million in average earnings retained due to a successful stock buyback program in 2007.

	2007		2006	
Loans		**Average Loan**		**Average Loan**
(dollars in millions)	**Average Loan Balance**	**Balance Percentage**	**Average Loan Balance**	**Balance Percentage**
Commercial, mortgage and industrial	$ 2,064.6	75%	$ 1,974.0	76%
Residential real estate	592.4	22%	544.5	21%
Consumer	74.8	3%	69.7	3%
Total	**$ 2,731.8**	**100%**	**$ 2,588.2**	**100%**

LENDING ACTIVITY

Average loans for the year ended December 31, 2007 were $2.7 billion, a $143.6 million or 6 percent increase from the year ended December 31, 2006. The increase in average loans for 2006 compared to the year ended 2005 was $217.3 million or 9 percent. Changes in the composition of the average loan portfolio during 2007 included increases of $90.6 million in commercial loans, $47.9 million in residential mortgage loans and $5.1 million in installment loans. Changes in the composition of the average loan portfolio during 2006 included increases of $163.2 million in commercial loans and $53.1 million in residential mortgage loans, offset by a decrease of $1.0 million in installment loans. Total loans at December 31, 2007 increased $130.6 million from December 31, 2006. The increase is primarily attributable to the growth of $81.5 million in commercial loans, $47.4 million in residential mortgage loans and $1.7 million in consumer loans.

Average real estate construction and commercial loans, including commercial and industrial, comprised 75 and 76 percent of the loan portfolio in 2007 and 2006, respectively. Commercial loans continued to be an area of strategic growth during 2007 and 2006. Although commercial loans can have a relatively higher risk profile, management believes these risks are mitigated through active portfolio management, underwriting and continuous review. At December 31, 2007, variable-rate commercial loans were 48 percent of the commercial loan portfolio as compared to 49 percent at December 31, 2006.

Average residential mortgage loans comprised 22 percent of the loan portfolio in 2007 and 21 percent in 2006. Residential mortgage lending continued to be a strategic focus during 2007 through a centralized mortgage origination department, ongoing product redesign, secondary market activities and the utilization of commission compensated originators. Management believes the downturn in the local residential real estate market and the impact of declining values on the real estate loan portfolio will be mitigated because of S&T s conservative mortgage lending policies for portfolio loans, which generally require a maximum term of 20 years for fixed-rate mortgages, a maximum term of 30 years for adjustable-rate mortgages and private mortgage insurance for loans with less than a 20 percent down payment. Adjustable-rate mortgages with repricing terms of one, three and five years and floating rate mortgages comprised 10 percent of the residential mortgage portfolio in 2007 and 2006. Home equity loans increased $24.5 million during 2007 and $42.4 million in 2006 and totaled $294.4 million at December 31, 2007 and $269.9 million at December 31, 2006. The increase in home equity loans is primarily attributable to successful marketing programs during 2007 and 2006.

S&T periodically designates specific loan originations, generally longer-term, lower-yielding 1 4 family mortgages as held for sale and sells them to Fannie Mae. The intent of these sales is to mitigate interest-rate risk associated with holding long-term residential mortgages in the loan portfolio, generate fee revenue from servicing, and maintain the primary customer relationship. During 2007, S&T sold $17.4 million of 1 4 family mortgage loans to Fannie Mae and currently services $178.9 million of secondary market mortgage loans. Fees and gains from mortgage servicing activities were $0.6 million in 2007 and $0.7 million in 2006. Management intends to continue to sell longer-term loans to Fannie Mae in the future on a selective basis, especially during periods of lower interest rates.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Average consumer installment loans comprised 3 percent of the loan portfolio in 2007 and 2006. Installment loan increases during 2007 were primarily the result of successful marketing programs during 2007. The balance of consumer installment loans at December 31, 2007 was $74.8 million compared to $73.1 million at December 31, 2006.

Loan underwriting standards for S&T are established by a formal policy administered by the S&T Bank Loan Administration Department, and are subject to the periodic review and approval by our Board of Directors.

Rates and terms for commercial real estate, equipment loans and commercial lines of credit normally are negotiated, subject to such variables as financial condition of the borrower, economic conditions, marketability of collateral, credit history of the borrower and future cash flows. The loan to value policy guidelines for commercial real estate loans is generally 65 80 percent.

The loan to value policy guidelines for residential, first lien, mortgage loans is 80 percent. Higher loan to value loans may be approved with the appropriate private mortgage insurance coverage. Second lien positions are sometimes assumed with home equity loans, but normally only to the extent that the combined credit exposure for both first and second liens does not exceed 100 percent of the fair market value of the mortgage property.

S&T offers a variety of unsecured and secured installment loan and credit card products. Loan to value policy guidelines for direct loans are 90 100 percent of invoice for new automobiles and 80 90 percent of National Automobile Dealer Association (NADA) value for used automobiles.

The following table shows S&T s loan distribution at the end of each of the last five years:

	December 31				
(dollars in thousands)	**2007**	**2006**	**2005**	**2004**	**2003**
Domestic Loans:					
Commercial, mortgage and industrial	$ 1,781,076	$ 1,677,173	$ 1,566,531	$ 1,456,331	$ 1,328,767
Real estate construction	329,875	352,482	339,179	274,783	193,874
Residential real estate	611,149	563,496	517,580	487,046	499,272
Consumer	74,839	73,140	68,216	69,191	78,707
TOTAL LOANS	**$ 2,796,939**	**$ 2,666,291**	**$ 2,491,506**	**$ 2,287,351**	**$ 2,100,620**

The following table shows the maturity of loans (excluding residential mortgages of 1-4 family residences and installment loans) outstanding as of December 31, 2007. Also provided are the amounts due after one year classified according to the sensitivity to changes in interest rates.

	Maturing			
(dollars in thousands)	**Within One Year**	**After One But Within Five Years**	**After Five Years**	**Total**
Commercial, mortgage and industrial	$ 574,405	$ 495,676	$ 710,995	$ 1,781,076
Real estate construction	146,648	109,980	73,247	329,875
TOTAL	**$ 721,053**	**$ 605,656**	**$ 784,242**	**$ 2,110,951**
Fixed interest rates		$ 222,503	$ 148,343	
Variable interest rates		383,153	635,899	
TOTAL		**$ 605,656**	**$ 784,242**	

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

SECURITIES ACTIVITY

Average securities and other investments decreased $64.6 million in 2007 and $49.8 million in 2006. The components of the 2007 decrease included $34.7 million in U.S. government agency securities, $14.4 million in marketable equity securities, $9.0 million of mortgage-backed securities, $3.3 million of corporate securities, $2.5 million of states and political subdivisions and $0.2 million in treasury securities. Average other investments decreased $0.5 million in 2007 as compared to the 2006 full year average and are comprised of Federal Home Loan Bank (FHLB) stock that is a membership and borrowing requirement and is recorded at historical cost. The amount of S&T s investment in FHLB stock depends upon S&T s borrowing availability and level from the FHLB. The components of the 2006 decrease included $24.6 million in U.S. government agency securities, $8.6 million in marketable equity securities, $7.7 million of mortgage-backed securities, $6.8 million of corporate securities and $2.9 million in treasury securities. Average other investments decreased $3.4 million in 2006 as compared to the 2005 full year average and are comprised of FHLB stock. Offsetting these decreases was an average increase of $4.2 million of states and political subdivisions. Both the decreases in securities in 2007 and 2006 are partially attributable to an S&T Asset Liability Committee (ALCO) strategy to reduce balances in both securities and borrowings to mitigate the interest rate risk of a flat or inverted yield curve.

The equity securities portfolio is primarily comprised of bank holding companies. At December 31, 2007, the equity securities portfolio had a total market value of $41.3 million and net unrealized gains of $7.5 million. The equity securities portfolio consists of securities traded on the various stock markets and is subject to changes in market value.

S&T s policy for security classification includes U.S. treasury securities, U.S. government corporations and agencies, mortgage-backed securities, collateralized mortgage obligations, states and political subdivisions, corporate securities, marketable equity securities and other securities as available for sale. On a quarterly basis, management evaluates the securities portfolios for other-than-temporary declines in market value in accordance with FSP 115-1 and FAS 124-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments . During 2007, there were $0.1 million of realized losses taken for other-than-temporary impairments on three equity investment securities. The performance of the equities and debt securities markets could generate further impairment in future periods. At December 31, 2007, net unrealized gains on securities classified as available for sale, including equity securities, were approximately $8.4 million as compared to $9.8 million at December 31, 2006. S&T has the intent and ability to hold debt securities until maturity or until market value recovers above cost, and has the intent and ability to hold equity securities until market value recovers above cost.

S&T invests in various securities in order to provide a source of liquidity, increase net interest income and as a tool of ALCO to quickly reposition the balance sheet for interest rate risk purposes. Securities are subject to similar interest rate and credit risks as loans. In addition, by their nature, securities classified as available for sale are also subject to market value risks that could negatively affect the level of liquidity available to S&T, as well as equity.

Risks associated with various securities portfolios are managed and monitored by investment policies annually approved by the S&T Board of Directors, and administered through ALCO and the Treasury function of S&T Bank. As of December 31, 2007, management is not aware of any risk associated with securities that would be expected to have a significant, negative effect on S&T s statement of condition or statement of operations.

The following table sets forth the carrying amount of securities at the dates indicated:

	December 31		
(dollars in thousands)	**2007**	**2006**	**2005**
Available for Sale			
Marketable equity securities	$ 41,311	$ 55,349	$ 65,114
Obligations of U.S. government corporations and agencies	145,322	180,003	221,037
Collateralized mortgage obligations of U.S. government corporations and agencies	58,996	60,090	63,639
Mortgage-backed securities	27,572	31,793	38,416
U.S. treasury securities			499
Obligations of states and political subdivisions	81,089	81,672	83,811
Other securities	4,532	23,138	8,741
TOTAL	**$ 358,822**	**$ 432,045**	**$ 481,257**

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

The following table sets forth the maturities of securities at December 31, 2007, and the weighted average yields of such securities (calculated on the basis of the amortized cost and effective yields weighted for the scheduled maturity of debt securities and estimated prepayment rates on most mortgage-backed securities). Tax-equivalent adjustments (using a 35 percent federal income tax rate) for 2007 have been made in calculating yields on obligations of states and political subdivisions.

	Maturing								No Fixed
	Within One Year		After One But Within Five Years		After Five But Within Ten Years		After Ten Years		Maturity
(dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount
Available for Sale									
Marketable equity securities									$ 41,311
Obligations of U.S. government corporations and agencies	$ 53,460	3.72%	$ 91,862	4.30%					
Collateralized mortgage obligations of U.S. government corporations and agencies	8,693	4.86%	44,522	4.88%	5,727	4.75%	54	6.05%	
Mortgage-backed securities	5,108	4.67%	14,508	4.51%	7,050	4.46%	906	5.05%	
Obligations of states and political subdivisions	14,357	4.96%	55,556	4.86%	11,176	5.40%			
Other securities									4,532
TOTAL	**$ 81,618**		**$ 206,448**		**$ 23,953**		**$ 960**		**$ 45,843**
Weighted Average Rate		**4.12%**		**4.59%**		**4.97%**		**5.11%**	

NONINTEREST EARNING ASSETS

Average noninterest earning assets increased $11.3 million in 2007 and $20.9 million in 2006. The 2007 increase was primarily attributable to increases in premises and equipment due to the addition of three new branches and administrative facilities during 2007, increases in accrued interest receivable on a higher earning asset balance and three new low income housing tax credit projects that funded during 2007. The 2006 increase of $20.9 million was primarily attributable to increases in cash and due from banks, premises and equipment due to the addition of new branches during 2006 and accrued interest receivable on a higher earning asset balance.

ALLOWANCE FOR LOAN LOSSES

The balance in the allowance for loan losses increased slightly to $34.3 million or 1.23 percent of total loans at December 31, 2007 as compared to $33.2 million or 1.25 percent of total loans at December 31, 2006. The allowance for loan losses is consistent with the growth in commercial loans, lower 2007 charge-off levels and lower specific reserves established during 2007. The allowance for lending-related commitments is computed using a methodology similar to that used to determine the allowance for loan losses. Amounts are added to the allowance for lending-related commitments through a charge to current earnings through noninterest expense. The balance in the allowance for lending-related commitments decreased to $0.9 million at December 31, 2007 as compared to $1.2 million at December 31, 2006.

Management evaluates the degree of loss exposure for loans on a continuous basis through a formal allowance for loan loss policy as administered by S&T Bank s Loan Administration Department and various management and director committees. Problem loans are identified and continually monitored through detailed reviews of specific commercial loans, and the analysis of delinquency and charge-off levels of consumer loan portfolios. Charged-off and recovered loan amounts are applied to the allowance for loan losses. Periodic updates are presented to the S&T Board of Directors as to the status of loan quality. Amounts are added to the allowance for loan losses through a charge to current earnings through the provision for loan losses, based upon management s assessment of the adequacy of the allowance for loan losses for probable loan losses. A quantitative analysis is utilized to support the adequacy of the allowance for loan losses. This analysis includes review of the historical charge-off rates for all loan categories, fluctuations and trends in various risk factors. Factors consider the level of S&T s historical charge-offs that have occurred within segmented portfolios over the last 7 years. Management also assesses qualitative factors such as portfolio credit trends, unemployment trends, vacancy trends, loan growth and variable interest rate factors.

Significant to this analysis and assessment is the loan portfolio composition of a higher mix of commercial loans. These loans are generally larger in size and, due to the continuing growth of the portfolio many are not seasoned and may be more vulnerable to an economic slowdown. Management relies on its risk rating process to assess potential weaknesses within

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

specific credits. Current risk factors, trends in risk ratings and historical charge-off experiences are considered in the determination of the allowance for loan losses. During 2007, the risk rating profile of the portfolio was primarily impacted by three commercial loan relationships. The first commercial loan relationship is a construction servicing company totaling $1.8 million that filed for bankruptcy during the first quarter of 2007. During the third quarter of 2007, a $1.4 million charge-down was taken on this commercial relationship. The remaining balance of $0.2 million is believed to be adequately collateralized. The second loan relationship is a heavy construction company which was charged-down by $7.2 million during the third quarter of 2006. During the third quarter of 2007, an additional charge-down of $1.2 million was taken on this relationship related to a workers compensation letter of credit draw. In addition, a specific reserve of $2.1 million has been allocated to the relationship as a result of collateral shortfalls in recent equipment auctions. S&T is currently pursuing recovery through legal processes. This relationship has a remaining balance of $1.7 million, net of the $2.1 million specific reserve, and is believed to be adequately collateralized by equipment. The third commercial loan relationship totaling $0.9 million is with a construction company that filed for bankruptcy during the third quarter of 2007 and is no longer operating. A specific reserve of $0.9 million has been allocated to this commercial loan relationship. These three commercial relationships have been adequately reserved as determined by the quarterly impairment analysis and risk-rating process performed by the loan administration department. The remaining risk rating profile of the portfolio has shown overall improvement absent the aforementioned three commercial loan relationships.

The allowance for loan losses is established based on management s assessment of the factors noted above along with the growth in the loan portfolio. The additions to the allowance charged to operating expense has maintained the allowance as a percent of loans at the following levels at the end of each year presented below:

		Year Ended December 31		
2007	**2006**	**2005**	**2004**	**2003**
1.23%	1.25%	1.47%	1.50%	1.50%

We have considered impaired loans in our determination of the allowance for loan losses. The allowance for loan losses for all impaired loans was $2,919,000 and $2,627,000 at December 31, 2007 and 2006, respectively.

This table summarizes our loan loss experience for each of the five years presented below:

			Year Ended December 31		
	2007	**2006**	**2005**	**2004**	**2003**
(dollars in thousands)					
Balance at January 1:	$ 33,220	$ 36,572	$ 34,262	$ 31,478	$ 30,138
Charge-offs:					
Commercial, mortgage and industrial	5,648	12,575	2,260	5,616	5,208
Residential real estate	515	394	529	484	905
Consumer	917	1,069	1,140	1,075	1,193
Total	7,080	14,038	3,929	7,175	7,306
Recoveries:					
Commercial, mortgage and industrial	1,640	640	1,699	4,835	624
Residential real estate	256	201	235	408	384
Consumer	497	465	274	316	338
Total	2,393	1,306	2,208	5,559	1,346
Net charge-offs	**4,687**	**12,732**	**1,721**	**1,616**	**5,960**
Provision for loan losses	5,812	9,380	5,000	4,400	7,300
Allowance for lending-related commitments			(969)		
Balance at December 31:	**$ 34,345**	**$ 33,220**	**$ 36,572**	**$ 34,262**	**$ 31,478**

Ratio of net charge-offs to average loans outstanding	**0.17%**	**0.49%**	**0.07%**	**0.07%**	**0.29%**

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

This table shows allocation of the allowance for loan losses as of the end of each of the last five years:

	December 31									
	2007		2006		2005		2004		2003	
(dollars in thousands)	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans	Amount	Percent of Loans in Each Category to Total Loans
Commercial, mortgage and industrial	$ 31,274	64%	$ 28,540	63%	$ 32,053	63%	$ 29,594	64%	$ 26,947	63%
Real estate-construction	51	11%	379	13%	532	14%	852	12%	843	9%
Residential real estate	543	22%	536	21%	613	21%	585	21%	558	24%
Consumer	2,477	3%	3,765	3%	3,374	2%	3,231	3%	3,009	4%
Unallocated						0%		0%	121	0%
TOTAL	**$ 34,345**	**100%**	**$ 33,220**	**100%**	**$ 36,572**	**100%**	**$ 34,262**	**100%**	**$ 31,478**	**100%**

Net loan charge-offs totaled $4.7 million in 2007 and $12.7 million in 2006. The most significant charge-offs for 2007 were $1.6 million for a construction servicing company, an additional charge-off of $1.2 million related to a workers compensation letter of credit draw for a heavy construction company and a $0.9 million commercial loan relationship for a security distribution and installation company, all of which were previously considered in the analysis for the adequacy of the allowance for loan losses. Net loan charge-offs for 2006 were affected by three commercial loan relationships that comprised $11.4 million of the total net charge-offs for 2006. Two of those troubled credits have combined remaining loan balances of $5.5 million and are believed to be adequately collateralized.

The balance of nonaccrual loans past due 90 days or more, at December 31, 2007, was $16.8 million or 0.60 percent of total loans. This compares to nonaccrual loans of $19.9 million or 0.74 percent of total loans at December 31, 2006. Nonperforming assets totaled $17.3 million or 0.51 percent of total assets at December 31, 2007 as compared to $20.4 million or 0.61 percent at December 31, 2006. The most significant credits in nonperforming status at December 31, 2007 were $3.8 million commercial relationship that managed and rehabilitated residential rental properties, $3.7 million residual balance of a heavy construction company, $1.7 million residual balance mixed-use, commercial real estate loan participation with another financial institution and a $1.3 million residual balance related to a limestone mining company. Also affecting nonaccrual loans at December 31, 2007 is a $0.9 million loan relationship with a construction company that filed for bankruptcy in the fourth quarter of 2007.

The provision for loans losses was $5.8 million for 2007, as compared to $9.4 million for 2006. The provision was the result of management s detailed analysis of the adequacy of the allowance for loan losses and is consistent with the significant decrease in charge-off rates and an improvement in nonaccrual loans compared to last year.

The following table summarizes our nonaccrual and past due loans:

	December 31				
(dollars in thousands)	2007	2006	2005	2004	2003
Nonaccrual loans	$ 16,798	$ 19,852	$ 11,166	$ 6,309	$ 9,120
Accruing loans past due 90 days or more					

It is S&T s policy to place loans in all categories on nonaccrual status when collection of interest or principal is doubtful, or generally when interest or principal payments are 90 days or more past due. There are no loans 90 days or more past due and still accruing. For the year ended December 31, 2007 and 2006, interest that would have been recorded had the nonaccrual loans performed in accordance with the original loan terms was $2,410,000 and $1,642,000, respectively. At December 31, 2007 and 2006, there was $6,356,000 and $8,617,000, respectively, of impaired loans that were on nonaccrual. There is no foreign loan amounts required to be included in this table. There were no troubled debt restructures in the periods presented.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

DEPOSITS

Average total deposits increased by $90.6 million in 2007 and $261.6 million in 2006. The mix of average deposits changed in 2007 with average time deposits increasing $19.7 million and average savings accounts increasing $92.6 million. Partially offsetting these increases is a decrease of $39.9 million in average money market and NOW accounts. Average noninterest-bearing deposits increased by $18.2 million or 4 percent in 2007 and were approximately 17 percent of average total deposits during 2007 and 2006. The increase in savings accounts is primarily attributable to the success of the S&T Cash Management account, which had an outstanding balance of $811.6 million at December 31, 2007. The S&T Cash Management account was introduced in November 2006 to replace the Plan B high yield savings account. Both the accounts were non-indexed but the S&T Cash Management account added the feature of tiering, or the payment of higher rates on higher balances. The S&T Cash Management account pricing feature is expected to allow S&T to continue core deposit growth that better compliments shifting interest rate sensitivity. Core deposit growth has been an important strategic initiative for S&T, through the expansion of retail facilities, promotions and new products. Other important strategies include providing cash management services to commercial customers to increase transaction related deposits, and delivery services such as electronic banking. Total deposits at December 31, 2007 increased $56.5 million compared to December 31, 2006.

The daily average amount of deposits and rates paid on such deposits is summarized for the periods indicated in the following table:

	Year Ended December 31					
	2007		2006		2005	
	Amount	Rate	Amount	Rate	Amount	Rate
(dollars in thousands)						
Noninterest-bearing demand deposits	$ 442,050		$ 423,808		$ 411,236	
NOW/Money market accounts	295,099	1.19%	334,987	1.13%	438,356	0.87%
Savings deposits	922,333	3.68%	825,021	3.97%	498,013	2.26%
Time deposits	934,271	4.51%	919,300	4.02%	893,889	3.33%
TOTAL	**$ 2,593,753**		**$ 2,503,116**		**$ 2,241,494**	

Maturities of time certificates of deposit of $100,000 or more outstanding at December 31, are summarized as follows:

(dollars in thousands)	**2007**
Three months or less	$ 98,167
Over three through six months	71,161
Over six through twelve months	47,978
Over twelve months	32,337
TOTAL	**$ 249,643**

Management believes that the S&T deposit base is stable and that S&T has the ability to attract new deposits, mitigating a funding dependency on other more volatile sources. Time certificates of deposit of $100,000 and over were 10 percent of total deposits at December 31, 2007 and 2006, and primarily represent deposit relationships with local customers in our market area. In addition, management believes that S&T has the ability to access both public and private markets to raise long-term funding if necessary. S&T had $2.8 million of brokered retail certificates of deposit outstanding at December 31, 2007 and December 31, 2006. The purchase of brokered retail certificates of deposits in 2007 and 2006 was an ALCO strategy to increase liquidity for commercial loan demand, as an alternative to increased borrowings.

BORROWINGS

Average borrowings by S&T decreased $12.6 million in 2007 as a result of maturing investment securities not being replaced and deposit growth. Borrowings were comprised of retail repurchase agreements (REPOs), wholesale REPOs, federal funds purchased, FHLB advances and long-term borrowings. S&T defines REPOs with our retail customers as retail REPOs; wholesale REPOs are those transacted with other banks and brokerage firms.

The average balance in retail REPOs increased by $9.3 million in 2007 and $1.5 million in 2006. S&T views retail REPOs as a relatively stable source of funds because most of these accounts are with local, long-term customers.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Wholesale REPOs, federal funds purchased and FHLB advances averaged $68.5 million in 2007, a decrease of $71.8 million from the 2006 averages. The decrease is attributable to the increase in deposits, maturing investment securities and a strategy to utilize longer-term borrowings in 2007.

During 2007, average long-term borrowings increased $75.1 million as compared to December 31, 2006. At December 31, 2007, S&T had long-term borrowings outstanding of $147.9 million at a fixed-rate and $3.1 million at a variable rate with the FHLB. The increase in long-term borrowings is part of an ALCO strategy to limit interest rate risk as customer preferences have shifted to short-term and variable rate deposits, and to take advantage of lower cost funds through the FHLB s Community Investment Program.

During the third quarter of 2006, S&T Bank issued $25.0 million of junior subordinated debentures through a pooled transaction at an initial fixed rate of 6.78 percent. On September 15, 2011, and quarterly thereafter, S&T Bank has the option to redeem the subordinated debt, subject to a 30 day written notice and prior approval by the FDIC. If S&T Bank chooses not to exercise the option for early redemption on September 15, 2011 or subsequent quarters, the subordinated debt will convert to a variable rate of 3-month LIBOR plus 160 basis points. The subordinated debt qualifies as Tier 2 capital under regulatory guidelines and will mature on December 15, 2036.

The following table shows the distribution of our short-term borrowings and the weighted average interest rates thereon at the end of each of the last three years. Also provided are the maximum amount of borrowings and the average amounts of borrowings as well as weighted average interest rates for the last three years.

Securities Sold under Repurchase Agreements and Federal Funds Purchased *(dollars in thousands)*	**2007**	**2006**	**2005**
Balance at December 31	$ 100,258	$ 133,021	$ 137,829
Average balance during the year	96,171	114,544	132,406
Average interest rate during the year	4.40%	4.51%	2.98%
Maximum month-end balance during the year	$ 118,918	$ 156,471	$ 174,467
Average interest rate at year-end	3.58%	4.83%	3.80%

Short-term Federal Home Loan Bank (FHLB) Advances *(dollars in thousands)*	**2007**	**2006**	**2005**
Balance at December 31	$ 80,000	$ 55,000	$ 150,000
Average balance during the year	44,214	88,342	221,918
Average interest rate during the year	5.26%	5.01%	3.21%
Maximum month-end balance during the year	$ 100,000	$ 150,000	$ 315,000
Average interest rate at year-end	4.46%	5.44%	4.34%

WEALTH MANAGEMENT ASSETS

The year-end 2007 market value balance of the S&T Bank wealth management assets under management, which are not accounted for as part of the assets of S&T, decreased 5 percent in 2007 to $1.3 billion, with $916.5 million in wealth management services and $385.7 million in brokerage services. S&T experienced a high level of attrition in wealth management assets in 2007 due to loss of accounts with the conversion to a new broker-dealer; loss of a large institutional account, and; the death of a large individual investor for whom S&T was the guardian.

EXPLANATION OF USE OF NON-GAAP FINANCIAL MEASURES

In addition to the results of operations presented in accordance with generally accepted accounting principles (GAAP), S&T management uses, and this annual report contains or references, certain non-GAAP financial measures, such as net interest income on a fully tax-equivalent basis and operating revenue. S&T believes these non-GAAP financial measures provide information useful to investors in understanding our underlying operational performance and our business and performance trends as they facilitate comparisons with the performance of others in the financial services industry. Although S&T believes that these non-GAAP financial measures enhance investors understanding of S&T s business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP.

We believe the presentation of net interest income on a fully tax-equivalent basis ensures comparability of net interest income arising from both taxable and tax-exempt sources and is consistent with industry practice. Interest income per the consolidated statements of income is reconciled to net interest income adjusted to a fully tax-equivalent basis on page 24.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Operating revenue is the sum of net interest income and noninterest income less security gains. In order to understand the significance of net interest income to S&T business and operating results, S&T management believes it is appropriate to evaluate the significance of net interest income as a component of operating revenue.

RESULTS OF OPERATIONS

Year Ended December 31, 2007

NET INCOME

Net income was $56.1 million in 2007, a 5 percent increase from the $53.3 million in 2006. Earnings per share increased 10% from $2.06 diluted earnings per share in 2006 to $2.26 diluted earnings per share in 2007. Earnings per share percentage increases were higher than net income percentage increases due to a successful stock buyback program in 2007. The increase in net income was primarily the result of increases in net interest income, a significantly lower loan loss provision and an increase in other noninterest income, offset by lower security gains and an increase in noninterest expense. The return on average assets was 1.68 percent for 2007, as compared to 1.64 percent for 2006. The return on average equity was 16.97 percent for 2007 compared to 15.37 percent for 2006.

RETURN ON EQUITY AND ASSETS

The table below shows consolidated operating and capital ratios of S&T for each of the last three years:

	Year Ended December 31		
	2007	**2006**	**2005**
Return on average assets	1.68%	1.64%	1.90%
Return on average equity	16.97%	15.37%	16.57%
Dividend payout ratio	53.06%	56.34%	50.38%
Equity to asset ratio	9.87%	10.16%	11.03%

NET INTEREST INCOME

Net interest income represents the difference between the interest and fees earned on interest-earning assets and the interest paid on interest-bearing liabilities. Net interest income is affected by changes in the volume of interest-earning assets and interest-bearing liabilities and changes in interest yields and rates. Therefore, maintaining consistent spreads between earning assets and interest-bearing liabilities is very significant to our financial performance because net interest income comprised 76 percent of operating revenue (net interest income plus noninterest income, excluding security gains) in 2007 and in 2006. The level and mix of earning assets and funds are continually monitored by ALCO in order to mitigate the interest-rate sensitivity and liquidity risks of the balance sheet. A variety of ALCO strategies were successfully implemented, within prescribed ALCO risk parameters, to maintain an acceptable net interest margin given the challenges of the current interest rate environment.

On a fully tax-equivalent basis, net interest income increased $3.5 million or 3 percent in 2007 compared to 2006. Net interest income increases in 2007 are primarily attributable to growth in earning assets, primarily loans. The net yield on interest earning assets increased slightly to 3.87 percent in 2007 as compared to 3.86 percent in 2006. This consistency in the net yields on earning assets is primarily the result of effective asset liability strategies in a sometimes volatile interest rate environment. S&T s balance sheet at December 31, 2007 is slightly liability sensitive, with funding costs decreasing faster than asset yields in a declining interest rate environment.

In 2007, average loans increased $143.6 million and average securities, other investments and federal funds sold decreased $65.8 million. The yields on average loans increased by 14 basis points, and the yields on average securities slightly decreased by 1 basis point. Overall earning asset yields increased 19 basis points.

Average interest-bearing deposits provided $72.4 million of the funds for the growth in average earning assets, at a cost of 3.70 percent in 2007 as compared to 3.54 percent in 2006. The cost of repurchase agreements and other borrowed funds increased 24 basis points to 5.20 percent. Overall funding costs increased 17 basis points.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Negatively affecting net interest income was a $7.1 million decrease in average net free funds during 2007 compared to 2006. Average net free funds are the excess of demand deposits, other noninterest-bearing liabilities and shareholders equity over nonearning assets. The decrease is primarily due to a successful stock buy-back program in 2007, defined benefit pension plan fundings and an increase in premises and equipment due to new branches and administrative facilities during 2007.

Interest on loans to and obligations of state, municipalities and other public entities are not subject to federal income tax. As such, the stated (pre-tax) yield on these assets is lower than the yields on taxable assets of similar risk and maturity. In order to make the pre-tax income and resultant yields comparable to taxable loans and investments, a tax-equivalent adjustment was added to interest income in the tables below. This adjustment is calculated using the U.S. federal statutory corporate income tax rate of 35 percent for 2007, 2006 and 2005.

The following table reconciles interest income per the consolidated statements of income to net interest income adjusted to a fully tax-equivalent basis:

	Year Ended December 31		
(dollars in thousands)	**2007**	**2006**	**2005**
Interest income per consolidated statements of income	$ 215,605	$ 204,702	$ 172,122
Adjustment to fully tax-equivalent basis	4,727	4,504	4,042
Interest income adjusted to fully tax-equivalent basis	220,332	209,206	176,164
Interest expense	99,167	91,584	59,514
Net interest income adjusted to fully tax-equivalent basis	**$ 121,165**	**$ 117,622**	**$ 116,650**

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Average Balance Sheet and Net Interest Income Analysis

	December 31								
	2007			2006			2005		
(dollars in thousands)	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
ASSETS									
Loans (1)(2)	$ 2,731,807	$ 202,032	7.40%	$ 2,588,175	$ 187,818	7.26%	$ 2,370,851	$ 153,193	6.46%
Taxable investment securities	301,115	13,576	4.51%	362,307	16,374	4.52%	413,967	18,638	4.50%
Tax-exempt investment securities (2)	81,200	4,001	4.93%	84,116	4,145	4.93%	78,846	3,844	4.88%
Other investments	12,144	687	5.66%	12,676	771	6.09%	16,126	395	2.45%
Federal funds sold	728	36	4.92%	1,890	98	5.20%	2,750	94	3.42%
Total interest-earning assets (3)	3,126,994	220,332	7.05%	3,049,164	209,206	6.86%	2,882,540	176,164	6.11%
Noninterest-earning assets:									
Cash and due from banks	53,702			53,331			50,471		
Premises and equipment, net	36,320			31,973			26,494		
Other assets	168,068			162,866			149,305		
Less allowance for loan losses	(35,072)			(36,427)			(35,466)		
Total	**$ 3,350,012**			**$ 3,260,907**			**$ 3,073,344**		
LIABILITIES AND SHAREHOLDERS EQUITY									
Interest-bearing liabilities:									
NOW/Money market accounts	$ 295,099	$ 3,524	1.19%	$ 334,987	$ 3,796	1.13%	$ 438,356	$ 3,833	0.87%
Savings deposits	922,333	33,956	3.68%	825,021	32,755	3.97%	498,013	11,231	2.26%
Time deposits	934,271	42,106	4.51%	919,300	36,978	4.02%	893,889	29,760	3.33%
Federal funds purchased	14,485	786	5.42%	21,560	1,109	5.14%	21,829	727	3.33%
Securities sold under repurchase Agreements	81,686	3,446	4.22%	92,984	4,063	4.37%	110,577	3,218	2.91%
Short-term borrowings	44,214	2,325	5.26%	88,342	4,424	5.01%	221,918	7,127	3.21%
Long-term borrowings	211,347	11,329	5.36%	154,276	7,988	5.18%	78,419	3,618	4.61%
Subordinated debt	25,000	1,695	6.78%	6,986	471	6.74%			
Total interest-bearing liabilities (3)	2,528,435	99,167	3.92%	2,443,456	91,584	3.75%	2,263,001	59,514	2.63%
Noninterest-bearing liabilities:									
Demand deposits	442,050			423,808			411,236		
Other	48,776			46,732			47,570		
Shareholders equity	330,751			346,911			351,537		
Total	**$ 3,350,012**			**$ 3,260,907**			**$ 3,073,344**		
Net interest income		$ 121,165			$ 117,622			$ 116,650	
Net yield on interest-earning assets			3.87%			3.86%			4.05%

(1) For the purpose of these computations, nonaccruing loans are included in the daily average loan amounts outstanding.

(2) Tax-exempt income is on a fully tax-equivalent basis, including the dividend-received deduction for equity securities, using the statutory federal corporate income tax rate of 35 percent for 2007, 2006 and 2005.

(3) Yields are calculated using historical cost basis.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

The following tables set forth for the periods indicated a summary of the changes in interest earned and interest paid resulting from changes in volume and changes in rates:

	2007 Compared to 2006 Increase (Decrease) Due to (1)			**2006 Compared to 2005 Increase (Decrease) Due to (1)**		
(dollars in thousands)	**Volume**	**Rate**	**Net**	**Volume**	**Rate**	**Net**
Interest earned on:						
Loans (2)	$ 10,423	$ 3,791	$ 14,214	$ 14,043	$ 20,583	$ 34,626
Taxable investment securities	(2,766)	(32)	(2,798)	(2,326)	62	(2,264)
Tax-exempt investment securities (2)	(144)		(144)	257	43	300
Other investments	(32)	(52)	(84)	(85)	461	376
Federal funds sold	(60)	(2)	(62)	(29)	34	5
Total interest-earning assets	**7,421**	**3,705**	**$ 11,126**	**11,860**	**21,183**	**$ 33,043**
Interest paid on:						
NOW/money market accounts	(452)	180	(272)	(904)	867	(37)
Savings deposits	3,863	(2,662)	1,201	7,329	14,195	21,524
Time deposits	602	4,526	5,128	848	6,370	7,218
Federal funds purchased	(364)	41	(323)	(9)	390	381
Securities sold under agreements to repurchase	(494)	(123)	(617)	(512)	1,357	845
Short-term borrowings	(2,210)	111	(2,099)	(4,290)	1,587	(2,703)
Long-term borrowings	2,957	384	3,341	3,499	873	4,372
Subordinated debt	1,214	10	1,224	471		471
Total interest-bearing liabilities	**5,116**	**2,467**	**7,583**	**6,432**	**25,639**	**32,071**
Change in net interest income	**$ 2,305**	**$ 1,238**	**$ 3,543**	**$ 5,428**	**$ (4,456)**	**$ 972**

(1) The change in interest due to both volume and rate has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

(2) Tax-exempt income is on a fully tax-equivalent basis using the statutory federal corporate income tax rate of 35 percent for 2007, 2006 and 2005.

PROVISION FOR LOAN LOSSES

The provision for loan losses is an amount added to the allowance against which loan losses are charged. The provision for loan losses was $5.8 million and $9.4 million for 2007 and 2006, respectively. The provision is the result of management s assessment of credit quality statistics and other risk factors that would have an impact on probable losses in the loan portfolio, and the model used to determine the adequacy of the allowance for loan losses. A statistical model is used to assist in the determination of the adequacy of the allowance for loan losses. Changes in the risk ratings within the allowance for loan loss model are consistent with an improvement in asset quality, which includes a significant decrease in net loan charge-offs and nonaccrual loans.

Credit quality is the most important factor in determining the amount of the allowance, and the resulting provision. Also affecting the amount of the allowance and resulting provision is loan growth and portfolio composition. Most of the loan growth in 2007 and 2006 is attributable to larger commercial loans. Net loan charge-offs totaled $4.7 million for 2007 and $12.7 million in 2006. The most significant charge-offs for 2007 were $1.4 million for a construction servicing company, an additional charge-off of $1.2 million related to a workers compensation letter of credit draw for a heavy construction company and a $0.8 million commercial loan relationship for a security distribution and installation company, all of which were previously considered in the analysis for the adequacy of the allowance for loan losses. The most significant charge-offs for 2006 were $7.2 million for a heavy construction company, $2.7 million for a commercial real estate participation loan and $1.5 million for a food distributor, all of which were previously considered in the analysis for the adequacy of the allowance for loan losses.

Nonaccrual loans to total loans decreased to 0.60 percent at December 31, 2007 as compared to 0.74 percent at December 31, 2006.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

NONINTEREST INCOME

Noninterest income, excluding net security gains, increased $1.9 million, or 5 percent in 2007 compared to 2006. Increases included $0.6 million or 10 percent in insurance activities, and $2.2 million or 32 percent in other noninterest income. Offsetting these increases were decreases of $0.4 million or 5 percent in wealth management fees, 0.3 million or 12 percent in letter of credit fees and $0.3 million or 3 percent in service charges and fees on deposit accounts.

Insurance commissions increased $0.6 million or 10 percent primarily as a result of stronger overall sales volume. This area was the focus of several strategic initiatives and product enhancements implemented in order to expand this source of noninterest income. The $2.2 million or 32 percent increase in other noninterest income is primarily due to a reclassification of investment securities held in the deferred compensation plan trust to a trading classification, within other assets, from an available for sale classification. The reclassification generated a one-time favorable adjustment to other noninterest income of $1.2 million in the third quarter of 2007. This change is consistent with the guidance in Emerging Issues Task Force (EITF) No. 97-14, Accounting for Deferred Compensation Arrangements Where Amounts Earned Are Held in a Rabbi Trust and Invested, and will eliminate future income statement volatility related to the accounting of the deferred compensation plan. Other increases to other noninterest income were $0.8 million for merchant and debit card revenue. The $0.4 million or 5 percent decrease in wealth management fees is primarily related to a $0.4 million accrual adjustment in 2006. Other decreases include $0.3 million or 12 percent in letter of credit fees due to lower customer demand for this product and $0.3 million or 3 percent decrease in service charges on deposit accounts primarily the result of a strategic decision to offer free internet banking with bill payment to our customers, and lower NSF fees due to customer behavior patterns.

S&T recognized $3.8 million of gains on the sale of available for sale securities in 2007. These gains were partially offset by $0.1 million of realized losses taken for an-other-than-temporary impairment, in accordance with FSP 115-1 and FAS 124-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments , on three equity investment securities. Security gains were primarily attributable to the sales of equity securities in order to maximize returns by taking advantage of market opportunities when presented. The equities portfolio is comprised primarily of bank holding company common stock.

NONINTEREST EXPENSE

Noninterest expense increased $4.2 million or 6 percent in 2007 compared to 2006. S&T s efficiency ratio, which measures noninterest expense as a percent of noninterest income, excluding security gains plus net interest income on a fully tax-equivalent basis, was 47 percent in 2007 and 45 percent in 2006.

Staff expense increased 7 percent or $2.8 million in 2007. This increase is primarily attributable to a $1.2 million increase in base salaries due to year-end merit increases, an increase of $2.0 million in incentive plan accruals based on 2007 award levels, an increase of $0.5 million in medical expense, offset by a $0.9 million decrease in pension and deferred compensation plan expense. The majority of S&T incentive plan awards are based upon growth in earnings per share.

S&T s net periodic defined benefit plan cost is based primarily on three assumptions: the discount rate for plan liabilities, the expected return on plan assets and the rate of compensation increase. Net periodic pension expense of $0.1 million and $0.8 million, respectively was recorded for S&T s defined benefit plan for 2007 and 2006. Net periodic pension expense (income) is expected to approximate $(0.1) million for the year 2008, assuming no significant changes in plan assumptions.

Occupancy and equipment expense increased 14 percent or $1.2 million as compared to 2006 due to several facility restructurings, which included the closing of four branches, the addition of three new branches and expanded operational and administrative facilities. During the fourth quarter of 2007, S&T established an accrual of $0.3 million, included in other expenses, for our proportionate share of the potential liability related to litigation matters of Visa U.S.A.

FEDERAL INCOME TAXES

Federal income tax expense increased $0.1 million to $21.6 million in 2007 as compared to 2006. This increase is primarily attributable to an increase in pre-tax income, offset by an increase in Federal Historic Tax Credit projects during 2007. The effective tax rate of 28 percent in 2007 and 29 percent in 2006 was below the 35 percent statutory tax rate due to the tax benefits resulting from tax-exempt interest, excludable dividend income and the tax benefits associated with Low Income Housing Tax Credit (LIHTC) and Federal Historic Tax Credit projects. S&T currently does not incur any alternative minimum tax.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

RESULTS OF OPERATIONS

Year Ended December 31, 2006

NET INCOME

Net income was $53.3 million or $2.06 per diluted earnings per share in 2006, an 8 percent decrease from the $58.2 million or $2.18 per diluted earnings per share in 2005. The decrease in earnings was primarily the result of a higher provision for loan losses due to the deterioration in the credit quality of three large commercial loan relationships, the $0.9 million charge-down for properties previously acquired through foreclosure and other increases to noninterest expense. The return on average assets was 1.64 percent for 2006, as compared to 1.90 percent for 2005. The return on average equity at 15.37 percent for 2006 compared to 16.57 percent for 2005.

NET INTEREST INCOME

On a fully tax-equivalent basis, net interest income increased $1.0 million or 1 percent in 2006 compared to 2005. The net yield on interest-earning assets decreased to 3.86 percent in 2006 as compared to 4.05 percent in 2005. The decrease in net yield on interest earning assets is primarily attributable to the effect of higher short-term interest rates in combination with a flat and inverted yield curve during the period. S&T s balance sheet is liability sensitive, with funding costs rising faster than asset yields in the interest rate environment.

In 2006, average loans increased $217.3 million and average securities, other investments and federal funds sold decreased $50.7 million. The yields on average loans increased by 80 basis points and the yields on average securities increased 15 basis points. Overall earning asset yields costs increased 75 basis points.

Average interest-bearing deposits provided $249.1 million of the funds for the growth in average earning assets, at a cost of 3.54 percent in 2006 as compared to 2.45 percent in 2005. The cost of repurchase agreements and other borrowed funds increased 157 basis points to 4.96 percent. Overall funding costs increased 112 basis points.

Negatively affecting net interest income was a $13.8 million decrease in average net free funds during 2006 compared to 2005. Average net free funds are the excess of demand deposits, other noninterest-bearing liabilities and shareholders equity over nonearning assets. The decrease is primarily due to the successful stock buy-back program in 2006, higher levels of cash and due from banks, defined benefit pension plan fundings and an increase in premises and equipment due to new branches and administrative facilities during 2006.

PROVISION FOR LOAN LOSSES

The provision for loan losses was $9.4 million and $5.0 million for 2006 and 2005, respectively. Most of the loan growth in 2006 and 2005 is attributable to larger commercial loans. Net loan charge-offs totaled $12.7 million for 2006 and $1.7 million in 2005. Included in the 2006 net charge-offs was a $7.2 million for a construction company, $2.7 million for a commercial real estate loan participation and $1.5 million for a wholesale distributor, all of which were previously considered in the analysis for the adequacy of the allowance for loan losses. Nonaccrual loans to total loans increased to 0.74 percent at December 31, 2006 as compared to 0.45 percent at December 31, 2005.

NONINTEREST INCOME

Noninterest income, excluding net security gains, increased $2.5 million or 8 percent in 2006 compared to 2005. Increases included $0.8 million or 9 percent in service charges on deposit accounts, a $0.9 million or 13 percent increase in wealth management fees, a $1.0 million or 17 percent increase in insurance activities and a $0.6 million or 8 percent in other revenues, offset by a $0.8 million or 53 percent decrease in mortgage banking activities.

S&T recognized $6.1 million of gross gains on securities and gross losses of $0.6 million on the sale of securities in 2006. Security gains were primarily attributable to the sales of equity securities in order to maximize returns by taking advantage of market opportunities when presented. The equities portfolio is comprised primarily of bank holding company common stock.

The increase in wealth management fees was a result of new business development and increased performance in the stock market values of customer accounts during 2006. Insurance commissions increased $1.0 million primarily as a result of stronger overall sales volume and the acquisition of Holsinger Insurance Agency during the first quarter of 2006. These areas were the focus of several strategic initiatives and product enhancements implemented in order to expand these sources of noninterest income. Other fee revenue increases of $0.6 million include increases of $0.5 million in debit/credit card activity.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

NONINTEREST EXPENSE

Noninterest expense increased $6.8 million or 11 percent in 2006 compared to 2005. S&T s efficiency ratio, which measures noninterest expense as a percent of noninterest income, excluding security gains plus net interest income on a fully tax-equivalent basis, was 45 percent in 2006 and 42 percent in 2005.

Staff expense increased 8 percent or $2.9 million in 2006. This increase is primarily attributable to the effects of year-end merit increases, increased staffing levels required to implement new initiatives and expanded retail facilities and the $0.8 million effect of implementing FASB Statement No. 123(R), Share Based Payment . Also impacting staff expense in 2006 was a $1.0 million incentive paid to all employees to provide transitioning from bank-wide stock option grants into a new performance-based incentive plan. No corporate-wide stock option grants, including grants to executive management and directors, were awarded in 2006, as compared to prior years. Average full-time equivalent staff was 801 in 2006 and 786 in 2005.

S&T s net periodic defined benefit plan cost is based primarily on three assumptions: the discount rate for plan liabilities, the expected return on plan assets and the rate of compensation increase. Net periodic pension expense of $0.8 million and $0.9 million, respectively for S&T s defined benefit plan for 2006 and 2005.

Occupancy, equipment and data processing expense increased 7 percent or $0.9 million as compared to 2005 due to several facility restructurings, which included the addition of new branches and administrative facilities. Other tax expense increased 10 percent or $0.3 million as compared to 2005 primarily as a result of increases in Pennsylvania shares tax. Other expenses increased 25 percent or $2.5 million in 2006 as compared to 2005 primarily due to a $1.0 million of write-downs of real estate previously acquired through foreclosure to current market values, an increase of $0.6 million in the allowance for lending-related commitments, a $0.3 million increase in legal expenses and $0.4 million of revenue received in 2005 for a historical rehabilitation tax credit partnership.

FEDERAL INCOME TAXES

Federal income tax expense decreased $2.8 million to $21.5 million in 2006 as compared to 2005. This decrease is primarily attributable to a decrease in pre-tax income. The effective tax rate of 29 percent in 2006 and 2005 was below the 35 percent statutory tax rate due to the tax benefits resulting from tax-exempt interest, excludable dividend income and the tax benefits associated with Low Income Housing Tax Credit (LIHTC) and Federal Historic Tax Credit projects. S&T currently does not incur any alternative minimum tax.

LIQUIDITY AND CAPITAL RESOURCES

Shareholders equity decreased $1.5 million at December 31, 2007 compared to December 31, 2006. The primary source of equity growth is earnings retention. Capital growth is a function of net income less dividends paid to shareholders and treasury stock activities.

Net income was $56.1 million and dividends declared to shareholders were $29.8 million for 2007. S&T paid 53 percent of 2007 net income in dividends, equating to an annual dividend rate of $1.21 per share. Also affecting capital was a decrease of $1.6 million in unrealized gains and is included in other comprehensive income.

During 2007, S&T repurchased 971,400 shares of its common stock at an average price of $32.74 per share. The impact of the repurchased shares is $0.03 increase to 2007 diluted earnings per share. The S&T Board of Directors previously authorized a stock buyback program for 2007 of up to one million shares, or approximately 4 percent of shares outstanding. On June 18, 2007, the S&T Board of Directors authorized a new stock buyback program until June 30, 2008 of an additional one million shares. S&T reissued 161,213 shares during 2007 primarily through the exercise of employee stock options. See schedule on page 13 for the 2007 share repurchase activity.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

On September 21, 2006, S&T Bank issued $25.0 million of junior subordinated debt through a pooled transaction at an initial fixed rate of 6.78%. On September 15, 2011 and quarterly thereafter, S&T bank shall have the option to redeem the subordinated debt, subject to a 30 day written notice and prior approval by the FDIC. If S&T Bank chooses not to exercise the option for early redemption on September 15, 2011 or subsequent quarters, the subordinated debt will convert to a variable rate of 3-month LIBOR plus 160 basis points. The subordinated debt qualifies as Tier 2 capital under regulatory guidelines and will mature on December 15, 2036.

S&T continues to maintain a strong capital position with a leverage ratio of 8.6 percent as compared to the 2007 minimum regulatory guideline of 3 percent. S&T s risk-based capital Tier 1 and Total ratios were 9.5 percent and 11.6 percent, respectively, at December 31, 2007, which places S&T well above the Federal Reserve Board s risk-based capital guidelines of 4 percent and 8 percent for Tier 1 and Total capital. Included in the total ratio are 45 percent of the pretax unrealized holding gains on available for sale equity securities as prescribed by banking regulations effective October 1, 1998. In addition, management believes that S&T has the ability to raise additional capital if necessary.

During 2003, S&T filed a shelf registration statement on Form S-3 under the Securities Act of 1933 as amended, with the SEC for the issuance of up to $150.0 million of a variety of securities including, debt and capital securities, preferred and common stock and warrants. S&T may use the proceeds from the sale of any securities for general corporate purposes, which could include investments at the holding company level, investing in, or extending credit to, its subsidiaries, possible acquisitions and stock repurchases. As of December 31, 2007, S&T had not issued any securities pursuant to the shelf registration statement.

In April 1993, shareholders approved the S&T Incentive Stock Plan (Stock Plan) authorizing the issuance of a maximum of 1.2 million shares of S&T s common stock to assist in attracting and retaining employees of outstanding ability and to align their interests with those of the shareholders of S&T. On October 17, 1994, the Stock Plan was amended to include outside directors. On April 21, 1997, shareholders approved an amendment to the Stock Plan increasing the number of authorized shares to 3.2 million. As of December 31, 2002, 3,180,822 nonstatutory stock options and 35,600 restricted stock awards had been granted to key employees and outside directors under the Stock Plan; 658,800 of these awards are currently exercisable. In April 2003, shareholders approved the 2003 S&T Incentive Stock Plan (2003 Stock Plan) authorizing the issuance of 1.5 million shares, subject to capital adjustments as provided in the 2003 Stock Plan. The purpose of the 2003 Stock Plan is to promote the long-term interests of S&T and its shareholders by attracting and retaining directors, officers and key employees. S&T believes that directors, officers and employees who own shares of its common stock will have a closer identification with S&T and a greater motivation to work for S&T s success, because, as shareholders, they will participate in S&T s growth and earnings. As of December 31, 2006, 937,500 nonstatutory stock options had been granted under the 2003 Stock Plan to employees and directors; 676,225 of these awards are currently exercisable. On December 19, 2005, S&T also granted 206,900 cash appreciation rights under the 2005 Cash Appreciation Rights (CARs) Plan to employees, with 47,538 of these awards currently exercisable. No corporate-wide stock option grants were awarded in 2006. On April 16, 2007, 7,761 restricted stock awards were granted to outside directors. On December 17, 2007, 35,199 restricted stock awards were granted to senior management. The awards to senior management were granted in accordance with 2007 performance levels and primarily based on earnings per share growth. The restricted stock awards have a vesting schedule of 25% in each of the next four years.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

S&T has various financial obligations, including contractual obligations and commitments that may require future cash payments. The following table presents as of December 31, 2007, significant fixed and determinable contractual obligations to third parties by payment date:

	Payments Due In				
(dollars in thousands)	**Less than One Year**	**One to Three Years**	**Three to Five Years**	**Over Five Years**	**Total**
Deposits without a stated maturity (1)	$ 1,705,448	$	$	$	$ 1,705,448
Time deposits (1)	747,967	106,841	60,198	1,370	916,376
Federal funds purchased and securities sold under repurchase agreements (1)	100,258				100,258
Short-term borrowings (1)	80,000				80,000
Long-term borrowings (1)	50,965	140,189	1,106	8,761	201,021
Junior subordinated debt securities (1)				25,000	25,000
Operating leases	1,279	2,463	2,438	27,856	34,036
Purchase obligations	3,000	5,750			8,750
Total	**$ 2,688,917**	**$ 255,243**	**$ 63,742**	**$ 62,987**	**$ 3,070,889**

(1) Excludes interest.

Operating lease obligations represent short-term lease arrangements as described in Note F to the consolidated financial statements. Purchase obligations represent obligations under agreement with Metavante, S&T s third party data processing servicer, for operational services outsourced. The Metavante obligation has a buyout provision of 40 percent of the remaining payments under the original term of the contract.

In the normal course of business, S&T commits to extend credit and issue standby letters of credit. These obligations are not recorded in our financial statements. Loan commitments and standby letters of credit are subject to S&T s normal credit underwriting policies and procedures and generally require collateral based upon management s evaluation of each customer s financial condition and ability to satisfy completely the terms of the agreement and are renewed on an annual basis. Our exposure to credit loss in the event the customer does not satisfy the terms of the agreement equals the notional amount of the obligation less the value of any collateral. Unfunded commercial loan commitments totaled $663,124,000 and $686,204,000 at December 31, 2007 and 2006, respectively. Unfunded other loan commitments totaled $187,173,000 and $157,863,000 at December 31, 2007 and 2006, respectively; and obligations under standby letters of credit totaled $184,589,000 and $220,494,000 at December 31, 2007 and 2006, respectively.

REGULATORY MATTERS

S&T and S&T Bank are subject to periodic examinations by the Pennsylvania Department of Banking (PA DOB), the Federal Deposit Insurance Corporation (FDIC) and the Federal Reserve Bank of Cleveland (Federal Reserve). During 2007, the PA DOB conducted a Safety and Soundness examination that included, but was not limited to, a review of S&T Bank s capital adequacy, asset quality, board of director and management oversight, earnings, liquidity, sensitivity to market risk and compliance with the Bank Secrecy Act. In addition, the PA DOB conducted stand alone Trust Department and Information Technology examinations. No comments were received from the PA DOB that would have a material effect on S&T s liquidity, capital resources, operations or its overall compliance with laws and regulations. S&T s current capital position and results of regulatory examination allow it to pay the lowest possible rate for FDIC deposit insurance.

CRITICAL ACCOUNTING POLICIES AND JUDGMENTS

We have established various accounting policies that govern the application of accounting principles generally accepted in the United States in the preparation of its consolidated financial statements. The most significant of these policies are described in Note A Accounting Policies. Certain of these policies require numerous estimates and strategic or economic assumptions that may prove inaccurate or subject to variations and may significantly affect S&T s reported results and financial position for the period or in future periods. Changes in underlying factors, assumptions or estimates in any of these areas could have a material impact on S&T s future financial condition and results of operations.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Securities

Securities are reported at fair market value adjusted for premiums and discounts which are recognized in interest income using the interest method over the period to maturity. Declines in market value of individual securities below their amortized cost, and that are other-than-temporary, will be written down to current market value and included in earnings as realized losses. Management systematically evaluates securities for other-than-temporary declines in market value on a quarterly basis. If the financial markets experience deterioration, additional charges to income could occur in future periods.

Allowance for Loan Losses

Determination of an adequate allowance for loan losses is inherently subjective, as it requires estimations of occurrence of future events as well as timing of such events.

The allowance for loan losses is increased by charges to income and decreased by charge-offs (net of recoveries). S&T s periodic evaluation of the adequacy of the allowance for loan losses is determined by management through evaluation of the loss exposure on individual impaired, nonperforming, delinquent and high-dollar loans; review of risk conditions and business trends; historical loss experience, and; growth and composition of the loan portfolio, as well as other relevant factors.

A quantitative analysis is utilized to support the adequacy of the allowance for loan losses. This analysis includes review of the historical charge-offs that have occurrence within segmented portfolios over the last 7 years. Management also assesses qualitative factors such as portfolio credit trends, unemployment trends, vacancy trends, loan growth and variable interest rate factors.

Significant to this analysis is the shift in loan portfolio composition to an increased mix of commercial loans. These loans are generally larger in size, and, due to our continuing growth, many are unseasoned or new loan relationships. Management relies on its risk-rating process to monitor trends that may be occurring relative to commercial loans to assess potential weaknesses within the credit. Current risk factors and trends in risk ratings are considered in the determination and allocation of the allowance for loan losses. During 2007, the risk-rating profile of the portfolio remained relatively stable.

The allowance for loan losses at December 31, 2007 includes $31.3 million or 91 percent of the allowance allocated to commercial and industrial and commercial real estate loans. The ability for customers to repay commercial loans is more dependent upon the success of their business, continuing income and general economic conditions. Accordingly, the risk of loss is higher on such loans than on residential real estate loans, which generally incur lower losses in the event of foreclosure as the collateral value typically exceeds the loan amounts.

Goodwill and Other Intangible Assets

S&T has $2.5 million of core deposit and other intangible assets subject to amortization and $50.1 million in goodwill, which is not subject to periodic amortization. S&T determined the amount of identifiable intangible assets based upon an independent core deposit analysis and insurance contract analysis. An annual evaluation of identifiable intangible assets for impairment is performed by S&T. S&T concluded that the recorded value of identifiable intangible assets was not impaired as a result of the evaluation as of December 31, 2007.

Goodwill arising from business combinations represents the value attributable to unidentifiable intangible elements in the business acquired. S&T s goodwill relates to value inherent in the banking business and the value is dependent upon S&T s ability to provide quality, cost-effective services in the face of free competition from other market participants on a regional basis. This ability relies upon continuing investments in processing systems, the development of value-added service features and the ease of use of S&T s services. As such, goodwill value is supported ultimately by revenue that is driven by the volume of business transacted. A decline in earnings as a result of a lack of growth or the inability to deliver cost-effective services over sustained periods can lead to impairment of goodwill, which could adversely impact earnings in future periods. An annual evaluation of goodwill for impairment is performed by S&T. The market value of S&T and the implied market value of goodwill at the respective reporting unit level are estimated using industry comparable information. S&T concluded that the recorded value of goodwill was not impaired as a result of the evaluation as of October 1, 2007.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Income Taxes

S&T estimates income tax expense based on amounts expected to be owed to the tax jurisdictions where S&T conducts business. On a quarterly basis, management assesses the reasonableness of its effective tax rate based upon its current estimate of the amount and components of net income, tax credits and the applicable statutory tax rates expected for the full year.

Deferred income tax assets and liabilities are determined using the asset and liability method and are reported in the Consolidated Balance Sheets. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax basis of assets and liabilities and recognizes enacted changes in tax rate and laws. Deferred tax assets are recognized to the extent they exist and are subject to a valuation allowance based on management s judgement that realization is more-likely-than-not.

Accrued taxes represent the net estimated amount due to taxing jurisdictions and are reported in other liabilities in the Consolidated Balance Sheets. S&T evaluates and assesses the relative risks and appropriate tax treatment of transactions and filing positions after considering statutes, regulations, judicial precedent and other information and maintains tax accruals consistent with its evaluation of these relative risks and merits. Changes to the estimate of accrued taxes occur periodically due to changes in tax rates, interpretations of tax laws, the status of examinations being conducted by taxing authorities and changes to statutory, judicial and regulatory guidance. These changes, when they occur, can affect deferred taxes and accrued taxes as well as the current period s income tax expense and can be significant to the operating results of S&T.

Joint Ventures

S&T has 27 limited partnership investments in affordable housing and federal historic rehabilitation projects, for which it provides funding as a limited partner and receives tax credits, tax deductions for losses incurred by the projects and proceeds from property disposition based on its partnership share prescribed by each partnership agreement. At December 31, 2007 and 2006, S&T had recorded investments in other assets on its balance sheet of approximately $18.0 million and $15.7 million, respectively, associated with these investments. These investments are accounted for on the equity method and are periodically reviewed for impairment. The impairment test includes estimated tax credits and tax benefits of future losses as well as the estimated residual values from the sale of certain properties. Investments in partnerships for the purpose of rehabilitating historic structures are evaluated for impairment at the end of each reporting period and are recorded at their net realizable value. The impairment test includes estimated tax benefits of future losses as well as the estimated residual values from the sale of certain properties. S&T determined that it is not the primary beneficiary of these partnerships and does not consolidate them.

INFLATION

Management is aware of the significant effect inflation has on interest rates and can have on financial performance. S&T s ability to cope with this is best determined by analyzing its capability to respond to changing interest rates and its ability to manage noninterest income and expense. S&T monitors its mix of interest-rate sensitive assets and liabilities through ALCO in order to reduce the impact of inflation on net interest income. Management also controls the effects of inflation by reviewing the prices of its products and services, by introducing new products and services and by controlling overhead expenses.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Annual Report on Form 10-K contains or incorporates statements that S&T believes are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements generally relate to S&T s financial condition, results of operations, plans, objectives, future performance or business. They usually can be identified by the use of forward-looking language such as will likely result, may, are expected to, is anticipated, estimate, forecast, projected, intends to or other similar words. You should not place undue reliance on the statements, as they are subject to risks and uncertainties, including but not limited to those described in this Form 10-K or the documents incorporated by reference. When considering these forward-looking statements, you should keep in mind these risks and uncertainties, as well as any cautionary statements we may make. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to us. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

These forward-looking statements are based on current expectations, estimates and projections about S&T s business, management s beliefs and assumptions made by management. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions (Future Factors), which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in these forward-looking statements.

Future Factors include:

changes in interest rates, spreads on earning assets and interest-bearing liabilities, the shape of the yield curve and interest rate sensitivity;

credit losses;

sources of liquidity;

legislation affecting the financial services industry as a whole, and/or S&T and its subsidiaries individually or collectively;

regulatory supervision and oversight, including required capital levels;

increasing price and product/service competition by competitors, including new entrants;

rapid technological developments and changes;

the ability to continue to introduce competitive new products and services on a timely, cost-effective basis;

the mix of products/services;

containing costs and expenses;

governmental and public policy changes, including environmental regulations;

reliance on large customers;

technological, implementation and cost/financial risks in large, multi-year contracts;

the outcome of pending and future litigation and governmental proceedings;

- continued availability of financing;
- financial resources in the amounts, at the times and on the terms required to support our future businesses;
- changes in the local economy in western-Pennsylvania area;
- managing our internal growth and acquisitions; and
- general economic or business conditions, either nationally or regionally, may be less favorable than expected, resulting in among other things, a reduced demand for credit and other services.
- A continuation of recent turbulence in significant portions of the global financial and real estate markets could impact our performance, both directly by affecting our revenues and the value of our assets and liabilities and indirectly by affecting the economy generally.

These are representative of the Future Factors that could affect the outcome of the forward-looking statements. In addition, such statements could be affected by general industry and market conditions and growth rates, general economic conditions, including interest rate and currency exchange rate fluctuations, and other Future Factors.

LIQUIDITY AND INTEREST RATE SENSITIVITY

Liquidity refers to the ability to satisfy the financial needs of depositors who want to withdraw funds, or of borrowers needing access to funds to meet their credit needs. Interest-rate sensitivity management seeks to avoid fluctuating net interest margins and to enhance net interest income through periods of changing interest rates. The ALCO is responsible for establishing and monitoring the liquidity and interest rate sensitivity guidelines, procedures and policies.

The principal sources of asset liquidity are cash and due from banks, interest-earning deposits with banks, federal funds and securities available for sale. At December 31, 2007, the total of such assets was approximately $433.7 million or 13 percent of consolidated assets. While much more difficult to quantify, liability liquidity is further enhanced by a stable core deposit base, access to credit lines at other financial institutions and S&T s ability to renew maturing deposits. Certificates of deposit in denominations of $100,000 or more represented 10 percent of deposits at December 31, 2007 and were outstanding primarily to local customers. S&T s ability to attract deposits and borrow funds depends primarily on continued rate competitiveness, profitability, capitalization and overall financial condition.

Item 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Beyond the issue of having sufficient sources to fund unexpected credit demands or deposit withdrawals, liquidity management also is an important factor in monitoring and managing interest-rate sensitivity issues through ALCO. Through forecast and simulation models, ALCO is also able to project future funding needs and develop strategies for acquiring funds at a reasonable cost. ALCO uses a variety of measurements to monitor the liquidity position of S&T. These include liquidity gap, liquidity forecast, net loans and standby letters of credit to assets, net loans to deposits and net non-core funding dependence ratio.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Because the assets and liabilities of S&T are primarily monetary in nature, the presentation and analysis of cash flows in formats prescribed by accounting principles generally accepted in the United States are less meaningful for managing bank liquidity than for non-financial companies. Funds are typically provided from current earnings, maturity and sales of securities available for sale, loan repayments, deposits and borrowings. The primary uses of funds include new loans, repayment of borrowings, the purchase of securities and dividends to shareholders. The level and mix of sources and uses of funds are constantly monitored and adjusted by ALCO in order to maintain credit, liquidity and interest-rate risks within prescribed policy guidelines while maximizing earnings.

ALCO monitors and manages interest-rate sensitivity through gap, rate shock and rate ramp analyses, economic value of equity (EVE) and simulations in order to avoid unacceptable earnings fluctuations due to interest rate changes. Interest rate sensitivity analyses are highly dependent on assumptions, which have been developed based upon past experience and the expected behavior of customers under various rate scenarios. The assumptions include principal prepayments for fixed rate loans, mortgage-backed securities and collateralized mortgage obligations, and classifying the demand, savings and money market balances by degree of interest-rate sensitivity.

The gap and cumulative gap represents the net position of assets and liabilities subject to repricing in specified time periods, as measured by a ratio of rate sensitive assets to rate sensitive liabilities. The gap analysis below incorporates a flat rate scenario, and the following significant assumptions:

Monthly loan prepayments above contractual requirements	
3 year ARM Commercial Real Estate	1.50%
5 year ARM Commercial Real Estate	1.75%
Fixed Rate Commercial Real Estate	1.75%
Residential Real Estate	1.59%
Fixed Rate Home Equity	1.93%
Other Installment Loans	2.50%
Deposit behavioral pattern/decay rate assumptions	
NOW and Regular Savings Year #1	25.00%
NOW and Regular Savings Year #2	25.00%
NOW and Regular Savings beyond Year #2	50.00%
Indexed, IRA Savings and Clubs Month 1	100.00%
Cash Management Savings and Money Market 1-6 Months	100.00%
S&T has not historically experienced significant fluctuations in demand deposit balances during periods of interest rate fluctuations.	NA

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK - continued

Interest Rate Sensitivity

December 31, 2007

(dollars in thousands)

GAP	1-6 Months	7-12 Months	13-24 Months	>2 Years
Repricing Assets:				
Cash/due from banks	$	$	$	$ 74,879
Securities available for sale	41,181	39,658	76,664	201,319
Other investments	13,833			
Net loans	1,342,036	245,282	369,424	805,852
Other assets				211,041
Total	1,397,050	284,940	446,088	1,293,091
Repricing Liabilities:				
Demand				462,387
NOW	18,961	18,961	37, 922	75,843
Money market	144,408			
Savings/clubs	840,472	15,214	30,427	60,854
Certificates	517,401	230,769	84,590	83,617
Repos & short-term borrowings	180,258			
Long-term borrowings	93,577	10,488	44,429	77,527
Other liabilities/equity				393,064
Total	1,795,077	275,432	197,368	1,153,292
GAP	**$ (398,027)**	**$ 9,508**	**$ 248,720**	**$ 139,799**
Cumulative GAP	**$ (398,027)**	**$ (388,519)**	**$ (139,799)**	**$**

Rate Sensitive Assets/Rate Sensitive Liabilities	December 31, 2007	December 31, 2006
Cumulative 6 months	0.78	0.86
Cumulative 12 months	0.81	0.87

S&T s one-year gap position at December 31, 2007 indicates a liability sensitive position. This means that more liabilities than assets will reprice during the measured time frames. The implications of a liability sensitive position will differ depending upon the change in market interest rates. For example, with a liability sensitive position in a declining interest rate environment, more liabilities than assets will decrease in rate. This situation could result in an increase to our interest rate spreads, net interest income and operating spreads. Conversely, with a liability sensitive position in a rising interest rate environment, more liabilities than assets will increase in rates. This situation could result in a decrease to our interest rate spreads, net interest income and operating spreads.

S&T has become more liability sensitive since December 2006 mainly as a result of an inverted yield curve. An inverted yield curve occurs when short-term interest rates are higher than long-term interest rates. When the yield curve is inverted customers tend to prefer short-term deposits and long-term loans, both of which make the bank more liability sensitive.

In addition to the gap analysis, S&T performs rate shock and rate ramp analyses on a static balance sheet to estimate the effect that a +/- 100, +/-200 and +/-300 basis point instantaneous and gradual parallel shift in the yield curve would have on 12 months of pretax net interest income. The rate shocks incorporate assumptions regarding the level of interest rate changes on non-maturity deposit products (savings, money market, NOW and demand deposits) and changes in the prepayment behavior of fixed rate loans and securities with optionality. Inclusion of these assumptions makes rate shock and rate ramp analyses more useful than gap analysis alone. S&T s policy is to limit the change in net interest income over a one-year horizon to 20% given changes in rates using shocks or rate ramps up to +/- 300 basis points. Although +/-100 and +/-200 basis point changes for the rate shock and rate ramp analyses are not policy guidelines, these analyses are performed to ensure directional consistency of the +/-300 basis point analysis. The December 2007 results reflect a 2.41% decrease and 3.62% decrease to net interest income in the 300 and +300 basis point rate shock analysis respectively.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK - continued

The table below shows the pretax net interest income impact of the +/-300 rate shock analyses.

Change in Pretax Net Interest Income	**Immediate Change in Rates**	
(dollars in millions)	**+300 bps**	**-300 bps**
December 31, 2007	$ (4.4)	$ (2.9)
December 31, 2006	$ (6.8)	$ 0.0

The results in the 300 basis point shock scenario are not consistent with a liability sensitive gap position, which typically would indicate an increase in net interest income. This is primarily due to: (1) rates on regular savings, NOW and money market accounts are at low levels and cannot be decreased to any great extent as rates go down, and (2) loan refinance activity is assumed to be significant in rates down.

Comparing December 2007 to December 2006, the change in net interest income in the 300 basis point rate shock scenario declined. The decline is mainly due to the restructuring of the indexed Green Plan and Plan B savings products to the Cash Management Account. The Cash Management Account is a non-indexed savings product that is conservatively modeled to reflect that it may not fully capture a -300 basis point decrease in short term rates. Offsetting some of the decline is growth in fixed rate loans, repurchase agreement borrowings with floors, and short duration time deposits.

Consistent with a liability sensitive gap position, the +300 rate shock results show pretax net interest income decreasing in an increasing interest rate environment. When compared to December 2006 the restructuring of the S&T savings products had a positive impact on pretax net interest income, offset by growth in fixed rate loans and short duration time deposits.

In order to monitor interest rate risk beyond the one-year time horizon of shocks and rate ramps, S&T also performs economic value of equity (EVE) analysis. EVE represents the present value of all asset cash flows minus the present value of all liability cash flows. As with rate shock analysis, EVE incorporates management assumptions regarding prepayment behavior of fixed rate loans and securities with optionality and core deposit behavior. S&T s policy is to limit the change in EVE to 35% given changes in rates up to +/-300 basis points. The December 2007 results reflect a 14.78% decrease and 6.40% decrease to EVE given a 300 and +300 basis point change in interest rates respectively.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Consolidated Financial Statements

CONSOLIDATED BALANCE SHEETS

S&T Bancorp, Inc. and Subsidiaries

December 31 *(dollars in thousands, except share and per share data)*	**2007**	**2006**
ASSETS		
Cash and due from banks	$ 74,879	$ 59,980
Securities available for sale	358,822	432,045
Other investments	13,833	10,562
Loans held for sale	899	826
Portfolio loans, net of allowance for loan losses of $34,345 in 2007 and $33,220 in 2006	2,761,695	2,632,245
Premises and equipment, net	37,629	35,700
Goodwill	50,087	49,955
Other intangibles, net	2,461	2,917
Bank owned life insurance	35,626	34,251
Other assets	85,238	80,062
Total Assets	**$ 3,421,169**	**$ 3,338,543**
LIABILITIES		
Deposits:		
Noninterest-bearing demand	$ 462,387	$ 448,453
Interest-bearing demand	151,686	150,568
Money market	144,408	163,105
Savings	946,967	879,426
Time deposits	916,377	923,754
Total Deposits	**2,621,825**	**2,565,306**
Securities sold under repurchase agreements and federal funds purchased	100,258	133,021
Short-term borrowings	80,000	55,000
Long-term borrowings	201,021	171,941
Junior subordinated debt securities	25,000	25,000
Other liabilities	55,505	49,224
Total Liabilities	**3,083,609**	**2,999,492**
SHAREHOLDERS EQUITY		
Preferred stock, without par value, 10,000,000 shares authorized and none outstanding		
Common stock ($2.50 par value)		
Authorized 50,000,000 shares in 2007 and 2006		
Issued 29,714,038 shares in 2007 and 2006	74,285	74,285
Additional paid-in capital	27,502	26,698
Retained earnings	375,654	349,447
Accumulated other comprehensive income	2,900	4,014
Treasury stock (5,162,951 shares in 2007 and 4,352,764 shares in 2006, at cost)	(142,781)	(115,393)
Total Shareholders Equity	**337,560**	**339,051**
Total Liabilities and Shareholders Equity	**$ 3,421,169**	**$ 3,338,543**

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF INCOME

S&T Bancorp, Inc. and Subsidiaries

Year Ended December 31 *(dollars in thousands, except per share data)*	**2007**	**2006**	**2005**
INTEREST INCOME			
Loans, including fees	$ 199,387	$ 185,544	$ 151,328
Deposits with banks and federal funds sold	39	101	95
Investment Securities:			
Taxable	11,768	14,293	15,990
Tax-exempt	2,601	2,694	2,499
Dividends	1,810	2,070	2,210
Total Interest Income	**215,605**	**204,702**	**172,122**
INTEREST EXPENSE			
Deposits	79,587	73,529	44,824
Securities sold under repurchase agreements and federal funds purchased	4,231	5,171	3,945
Short-term borrowings	2,325	4,424	7,127
Long-term borrowings and capital securities	13,024	8,460	3,618
Total Interest Expense	**99,167**	**91,584**	**59,514**
NET INTEREST INCOME	**116,438**	**113,118**	**112,608**
Provision for loan losses	5,812	9,380	5,000
Net Interest Income After Provision for Loan Losses	**110,626**	**103,738**	**107,608**
NONINTEREST INCOME			
Security gains, net	3,844	5,481	5,008
Service charges on deposit accounts	10,124	10,412	9,587
Wealth management fees	7,470	7,862	6,977
Letter of credit fees	2,013	2,284	2,208
Insurance agency fees	7,285	6,637	5,685
Mortgage banking	641	703	1,497
Other	9,228	7,011	6,424
Total Noninterest Income	**40,605**	**40,390**	**37,386**
NONINTEREST EXPENSE			
Salaries and employee benefits	40,387	37,601	34,715
Occupancy, net	5,846	5,101	4,816
Furniture and equipment	3,737	3,297	3,251
Other taxes	2,906	2,973	2,698
Data processing	4,880	4,852	4,290
Marketing	2,709	2,478	2,326
Amortization of intangibles	300	325	214
FDIC assessment	302	302	293
Other	12,393	12,350	9,861
Total Noninterest Expense	**73,460**	**69,279**	**62,464**
Income Before Taxes	**77,771**	**74,849**	**82,530**
Applicable Income Taxes	21,627	21,513	24,287
Net Income	**$ 56,144**	**$ 53,336**	**$ 58,243**

Earnings per common share Basic	$	2.27	$	2.07	$	2.21
Earnings per common share Diluted		2.26		2.06		2.18
Dividends declared per common share		1.21		1.17		1.13

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

S&T Bancorp, Inc. and Subsidiaries

(dollars in thousands, except per share data)	**Comprehensive Income**	**Common Stock**	**Additional Paid-in Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Income**	**Treasury Stock**	**Total**
Balance at December 31, 2004		**$ 74,285**	**$ 24,079**	**$ 297,690**	**$ 20,875**	**$ (67,800)**	**$ 349,129**
Net income for 2005	$ 58,243			58,243			58,243
Other comprehensive income, net of tax							
Change in unrealized losses on securities of ($13,232) net of reclassification adjustment for gains included in net income of ($5,008) and reclassification adjustment of ($620) related to Rabbi Trust and tax benefit of $7,157.	(11,703)				(11,703)		(11,703)
Comprehensive Income	**$ 46,540**						
Cash dividends declared ($1.13 per share)				(29,775)			(29,775)
Treasury stock acquired (660,400 shares)						(23,176)	(23,176)
Treasury stock issued (330,735 shares)			245			7,662	7,907
Recognition of restricted stock compensation expense			136				136
Tax benefit from nonstatutory stock options exercised			1,660				1,660
Balance at December 31, 2005		**$ 74,285**	**$ 26,120**	**$ 326,158**	**$ 9,172**	**$ (83,314)**	**$ 352,421**
Net income for 2006	$ 53,336			53,336			53,336
Other comprehensive income, net of tax							
Change in unrealized gains on securities of $1,810 net of reclassification adjustment for gains included in net income of ($5,481) and reclassification adjustment of ($983) related to Rabbi Trust and tax benefit of $2,532.	(2,122)				(2,122)		(2,122)
Comprehensive Income	**$ 51,214**						
Cash dividends declared ($1.17 per share)				(30,047)			(30,047)
Treasury stock acquired (122,244 shares)						(35,269)	(35,269)
Treasury stock issued (1,031,700 shares)			(435)			3,190	2,755
Recognition of restricted stock compensation expense			59				59
Tax benefit from nonstatutory stock options exercised			502				502
Recognition of nonstatutory stock option compensation expense			452				452
Adjustment to initially apply SFAS No. 158, net of tax of $1,635					(3,036)		(3,036)
Balance at December 31, 2006		**$ 74,285**	**$ 26,698**	**$ 349,447**	**$ 4,014**	**$ (115,393)**	**$ 339,051**
Net income for 2007	$ 56,144			56,144			56,144
Other comprehensive income, net of tax							
Change in unrealized gains on securities of $2,457 net of reclassification adjustment for gains included in net income of ($3,844) and reclassification adjustment of ($1,606) related to	(1,580)				(1,580)		(1,580)

Rabbi Trust and tax benefit of $1,413.							
Adjustment to funded status of pension	466				466		466
Comprehensive Income	**$ 55,030**						
Cash dividends declared ($1.21 per share)				(29,787)			(29,787)
Treasury stock acquired (971,400 shares)						(31,802)	(31,802)
Treasury stock issued (161,213 shares)			(894)			4,414	3,520
Recognition of restricted stock compensation expense			622				622
Tax benefit from nonstatutory stock options exercised			621				621
Recognition of nonstatutory stock option compensation expense			455				455
Adjustment to initially apply FIN 48				(150)			(150)
Balance at December 31, 2007		**$ 74,285**	**$ 27,502**	**$ 375,654**	**$ 2,900**	**$ (142,781)**	**$ 337,560**

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CASH FLOWS

S&T Bancorp, Inc. and Subsidiaries

Year Ended December 31 *(dollars in thousands)*	**2007**	**2006**	**2005**
OPERATING ACTIVITIES			
Net Income	$ 56,144	$ 53,336	$ 58,243
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	5,812	9,380	5,000
Depreciation and amortization	3,762	3,246	3,077
Net amortization of investment security premiums	822	967	1,119
Recognition of stock-based compensation expense	887	954	
Security gains, net	(3,844)	(5,481)	(5,008)
Deferred income taxes	(2,140)	1,802	999
Excess tax benefits from stock-based compensation	(361)	(294)	1,660
Mortgage loans originated for sale	(17,094)	(17,649)	(35,848)
Proceeds from the sale of loans	17,422	18,760	36,354
Gains on the sale of loans, net	(401)	(357)	(506)
Decrease (increase) in interest receivable	938	(1,501)	(2,513)
Increase in interest payable	112	305	1,651
Increase in other assets	(7,586)	(9,398)	(12,142)
Increase (decrease) in other liabilities	9,369	(2,834)	(101)
Net Cash Provided by Operating Activities	**63,842**	**51,236**	**51,985**
INVESTING ACTIVITIES			
Net (increase) decrease in interest-earning deposits with banks		(1)	97
Proceeds from maturities of securities available for sale	75,537	53,923	66,271
Proceeds from sales of securities available for sale	6,588	11,838	6,506
Purchases of securities available for sale	(10,538)	(12,950)	(63,533)
Net increase in loans	(135,262)	(188,271)	(205,876)
Purchases of premises and equipment, net	(5,392)	(9,498)	(6,495)
Net Cash Used in Investing Activities	**(69,067)**	**(144,959)**	**(203,030)**
FINANCING ACTIVITIES			
Net increase in core deposits	61,354	158,318	173,569
Net (decrease) increase in time deposits	(4,836)	(11,895)	69,052
Net increase (decrease) in short-term borrowings	25,000	(95,000)	(75,000)
Net (decrease) increase in securities sold under repurchase agreements and federal funds purchased	(32,763)	(4,808)	39,445
Proceeds from long-term borrowings	50,000	133,509	50,868
Repayments of long-term borrowings	(20,920)	(45,344)	(53,417)
Proceeds from junior subordinated debt securities		25,000	
Acquisition of treasury stock	(31,802)	(35,269)	(23,176)
Sale of treasury stock	3,520	2,755	7,907
Cash dividends paid to shareholders	(29,790)	(30,046)	(29,342)
Excess tax benefits from stock-based compensation	361	294	
Net Cash Provided by Financing Activities	**20,124**	**97,514**	**159,906**
Increase in Cash and Cash Equivalents	14,899	3,791	8,861
Cash and Cash Equivalents at Beginning of Year	59,980	56,189	47,328
Cash and Cash Equivalents at End of Year	**$ 74,879**	**$ 59,980**	**$ 56,189**

See Notes to Consolidated Financial Statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

S&T Bancorp, Inc. and Subsidiaries

NOTE A

NATURE OF OPERATIONS

S&T Bancorp, Inc. (S&T) was incorporated on March 17, 1983 under the laws of the Commonwealth of Pennsylvania as a bank holding company and has two wholly owned subsidiaries, S&T Bank and 9th Street Holdings, Inc. S&T owns a one-half interest in Commonwealth Trust Credit Life Insurance Company (CTCLIC).

S&T is presently engaged in nonbanking activities through the following six entities: 9th Street Holdings, Inc., S&T Bancholdings, Inc., CTCLIC, S&T Insurance Group, LLC, S&T Professional Resources Group, LLC and Stewart Capital Advisors, LLC. 9th Street Holdings, Inc. was formed in June 1988 and S&T Bancholdings, Inc. was formed in August 2002 to hold and manage a group of investments previously owned by S&T Bank and to give S&T additional latitude to purchase other investments. CTCLIC, which is a joint venture with another financial institution, acts as a reinsurer of credit life, accident and health insurance policies sold by S&T Bank and the other institution. S&T Insurance Group, LLC distributes high-quality life insurance and long-term disability income insurance products through Evergreen Insurance Associates, LLC. S&T Professional Resources Group, LLC markets software developed by S&T Bank. Stewart Capital Advisors, LLC was formed in August 2005 to act as a registered investment advisor that manages private investment accounts for individuals and institutions and advises the Stewart Capital Mutual Fund.

ACCOUNTING POLICIES

The financial statements of S&T Bancorp, Inc. and subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the dates of the balance sheets and revenues and expenses for the periods then ended. Actual results could differ from those estimates. The more significant accounting policies are described below.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of S&T and its wholly owned subsidiaries. All significant intercompany transactions have been eliminated in consolidation. Investments of 20 percent 50 percent of the outstanding common stock of investees are accounted for using the equity method of accounting. S&T operates within one business segment, community banking, providing a full range of services to individual and corporate customers.

CASH FLOW INFORMATION

S&T considers cash and due from banks as cash and cash equivalents. For the years ended December 31, 2007, 2006 and 2005, interest paid was $99,370,000, $92,006,000 and $61,213,000, respectively. Income taxes paid during 2007 were $20,186,000 compared to $22,143,000 for 2006 and $23,153,000 for 2005. For the years ended December 31, 2007, 2006 and 2005, transfers of loans to other real estate owned was $488,000, $523,000 and $3,455,000, respectively.

SECURITIES

Management determines the appropriate classification of securities at the time of purchase. If management has the intent and S&T has the ability, at the time of purchase, to hold securities until maturity, they are classified as held to maturity and are stated at cost and adjusted for amortization of premiums and accretion of discounts. Securities that management does not have the intent and ability to hold to maturity are classified as available for sale and are recorded at market value, and unrealized gains and losses on these securities, net of related deferred income taxes, are reported in accumulated other comprehensive income. Gains or losses on the disposition of securities are based on the specific identification method. S&T does not engage in any securities trading activity for its own account.

Management systematically evaluates securities for other-than-temporary declines in market value. Securities for which declines in market value are deemed to be other-than-temporary are written down to current market value and the resultant changes included in earnings as realized losses.

LOANS

Interest on loans is accrued and credited to operations based on the principal amount outstanding. Accretion of discounts and amortization of premiums on loans are included in interest income. Loan origination fees and direct loan origination costs are deferred and amortized as an adjustment of loan yield over the respective lives of the loans. Loans are placed on nonaccrual and interest is discontinued generally when interest and principal are 90 days or more past due.

Impaired loans are defined by management as commercial and commercial real estate loans which it is probable that S&T will not be able to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status and underlying collateral value. All impaired loans are classified as substandard for risk classification purposes. Impaired loans are reserved, to the estimated value of collateral and/or cash flow associated with the loan, when management believes principal and interest will not be collected under the contractual terms of the loan. When interest accrual is discontinued, all unpaid accrued interest is reversed against interest income. Interest income is subsequently recognized only to the extent that cash payments are received.

The allowance for loan losses is established through provisions for loan losses charged against income. Loans considered to be uncollectible are charged against the allowance, and recoveries, if any, are credited to the allowance. The adequacy of the allowance for loan losses is determined by management through evaluation of the loss exposure on individual nonperforming, delinquent and high-dollar loans; review of various risk conditions and business trends; historical loss experience; and growth and composition of the loan portfolio, as well as other relevant risk factors.

A quantitative analysis is utilized to support the adequacy of the allowance for loan losses. This analysis includes review of the historical charge-off rates for loan categories, fluctuations and trends in the amount of classified loans and other risk factors. Factors consider the level of S&T s historical charge-offs that have occurrence within segmented portfolios over the last 7 years. Management also assesses subjective factors such as portfolio credit trends, unemployment trends, vacancy trends, loan growth and variable interest rate factors.

Significant to this analysis is the shift in loan portfolio composition to an increased mix of commercial loans. These loans are generally larger in size, and due to our continuing growth, many are new loan relationships. Management relies on its risk-rating process to monitor trends that may be occurring relative to commercial loans to assess potential weaknesses within the credit. Current factors and trends in risk ratings are considered in the determination and allocation of the allowance for loan losses.

S&T believes its quantitative and qualitative analysis and risk-rating process, which serves as the primary basis for assessing the adequacy of the allowance for loan losses, is sufficient to allow it to conclude that the total allowance for loan losses is adequate to absorb probable loan losses.

LOANS ORIGINATED FOR SALE AND HELD FOR SALE

Loans held for sale consists of 1-4 family residential loans originated for sale in the secondary market and carried at lower of cost or market, determined on an aggregate basis. Loans held for sale were $0.9 million and $0.8 million at December 31, 2007 and 2006, respectively. Gains and losses on sales of loans held for sale are included in other income in the consolidated statements of income. S&T manages its exposure to changes in the market value of loans from the date of commitment to the borrower and the loan s ultimate sale by entering into mandatory forward commitments to sell the loans. The extent to which S&T elects to cover its loan production with forward commitments varies based upon factors deemed by management to be appropriate in the circumstances. The market value related to the risk of the commitment is the hedged asset or liability on the balance sheet with a corresponding offset recorded in the income statement. The adjustment to the hedged asset or liability is included in the basis of the hedged item, while the market value of the derivative is recorded as a freestanding asset or liability. S&T does not use hedge accounting for these transactions.

PREMISES AND EQUIPMENT

Premises and equipment are stated at cost less accumulated depreciation. Maintenance and repairs are charged to expense as incurred, while improvements that extend an asset s useful life are capitalized and depreciated over the estimated remaining life of the asset. Depreciation expense is computed generally by the straight-line method for financial reporting purposes and accelerated methods for income tax purposes. Useful lives range from three to 25 years for furniture and equipment; ten to 50 years for premises and two to 36 years for leasehold improvements. Leasehold improvements are amortized over the shorter of the asset s useful life or the remaining lease term, including renewal periods when reasonably assured.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued

JOINT VENTURES

S&T has 27 limited partnership investments in affordable housing and federal historic rehabilitation projects, for which it provides funding as a limited partner and receives tax credits, tax deductions for losses incurred by the projects and proceeds from property disposition based on its partnership share prescribed by each partnership agreement. At December 31, 2007 and 2006, S&T had recorded investments in other assets on its balance sheet of approximately $18.0 million and $15.7 million, respectively, associated with these investments. These investments are accounted for on the equity method and are periodically reviewed for impairment. The impairment test includes estimated tax credits and tax benefits of future losses as well as the estimated residual values from the sale of certain properties. Investments in partnerships for the purpose of rehabilitating historic structures are evaluated for impairment at the end of each reporting period and are recorded at their net realizable value. The impairment test includes estimated tax benefits of future losses as well as the estimated residual values from the sale of certain properties. S&T determined that it is not the primary beneficiary of these partnerships and does not consolidate them.

OTHER REAL ESTATE

Other real estate is included in other assets and is comprised of properties acquired through foreclosure proceedings or acceptance of a deed in lieu of a foreclosure. These properties are carried at the lower of cost or market value less estimated cost of resale. Loan losses arising from the acquisition of such property initially are charged against the allowance for loan losses. Gains or losses realized subsequent to acquisition are recorded in other expenses in the results of operations.

GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill represents the excess of the purchase price over the fair value of net assets purchased. Goodwill is not amortized, but is evaluated for impairment annually. In 2007, 2006 and 2005, S&T performed the required impairment tests of goodwill at the respective reporting unit level and no impairment existed as of the valuation date, as the market value of S&T s net assets exceeded their carrying value. If, for any future period, S&T determines that there has been impairment in the carrying value of its goodwill balances, S&T will record a charge to earnings, which could have a material adverse effect on S&T s net income.

Intangible assets consist of $3.8 million for the acquisition of core savings deposits and $1.5 million in cost for the acquisition of insurance contract relationships and are amortized over their estimated weighted average lives of 11 years. The estimated aggregate amortization expense for each of the five succeeding years will approximate $0.5 million.

dollars in thousands	Goodwill	Core Deposit and Other Intangibles
Balance at December 31, 2005	**$ 49,073**	**$ 3,300**
Additions	882	111
Amortization		(494)
Balance at December 31, 2006	**$ 49,955**	**$ 2,917**
Additions	132	
Amortization		(456)
Balance at December 31, 2007	**$ 50,087**	**$ 2,461**

MORTGAGE LOAN SERVICING

Mortgage servicing assets are recognized as separate assets when servicing rights are acquired through loan originations when the underlying loan is sold. Upon sale, the mortgage servicing right is established, which represents the then current market value of future net cash flows expected to be realized for performing the servicing activities. The market value of the mortgage servicing rights are estimated by calculating the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs and other economic factors, which are determined based on current market conditions. The expected and actual rates of mortgage loan prepayments are the most significant factors driving the value of mortgage servicing rights. Increases in mortgage loan prepayments reduce estimated future net servicing cash flows because the life of the underlying loan is reduced. In determining the market value of

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued

the mortgage servicing rights, mortgage interest rates, which are used to determine prepayment rates and discount rates, are held constant over the estimated life of the portfolio. Capitalized mortgage servicing rights are reported in other assets and are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying mortgage loans.

Capitalized mortgage servicing rights are regularly evaluated for impairment based on the estimated market value of those rights. The mortgage servicing rights are stratified by certain risk characteristics, primarily loan term and note rate. If temporary impairment exists within a risk stratification tranche, a valuation allowance is established through a charge to income equal to the amount by which the carrying value exceeds the market value. If it is later determined all or a portion of the temporary impairment no longer exists for a particular tranche, the valuation allowance is reduced.

Mortgage servicing rights are also reviewed for other-than-temporary impairment. Other-than-temporary impairment exists when the recoverability of a recorded valuation allowance is determined to be remote, taking into consideration historical and projected interest rates and loan pay-off activity. When this situation occurs, the unrecoverable portion of the valuation allowance is applied as a direct write-down to the carrying value of the mortgage servicing rights. Unlike a valuation allowance, a direct write-down permanently reduces the carrying value of the mortgage servicing rights and the valuation allowance, precluding subsequent recoveries.

For the year ended December 31, 2007 and 2006, the 1-4 family mortgage loans that were sold to Fannie Mae amounted to $17.4 million and $18.8 million, respectively. At December 31, 2007 and 2006, mortgage servicing rights were $2.0 million and $2.1 million, respectively. At December 31, 2007, 2006 and 2005, S&T s servicing portfolio totaled $178.9 million, $180.8 million and $185.1 million, respectively. The fair market value of mortgage servicing rights was $1.9 million and $2.1 million at December 31, 2007 and 2006, respectively.

dollars in thousands	Servicing Rights	Valuation Allowance	Net Carrying Value
Balance at December 31, 2005	**$ 2,198**	**$ 20**	**$ 2,178**
Additions/(reductions)	239	36	203
Amortization	(313)		(313)
Balance at December 31, 2006	**$ 2,124**	**$ 56**	**$ 2,068**
Additions/(reductions)	221	100	121
Amortization	(328)		(328)
Balance at December 31, 2007	**$ 2,017**	**$ 156**	**$ 1,861**

DERIVATIVE FINANCIAL INSTRUMENTS

S&T utilizes derivative instruments from time to time for asset/liability management. These transactions involve both credit and market risk. The notional amounts are amounts on which calculations and payments are based. The notional amounts do not represent direct credit exposures. Direct credit exposure is limited to the net difference between the calculated amounts to be received and paid, if any. Interest-rate swaps are contracts in which a series of interest-rate flows (fixed and floating) are exchanged over a prescribed period. The notional amounts on which the interest payments are based are not exchanged.

S&T has certain interest rate derivative positions that are not designated as hedging instruments. These derivative positions relate to transactions in which S&T enters into an interest-rate swap with a customer while at the same time entering into an offsetting interest-rate swap with another financial institution. In connection with each transaction, S&T agrees to pay interest to the customer on a notional amount at a variable interest rate and receive interest from the customer on a same notional amount at a fixed rate. At the same time, S&T agrees to pay another financial institution the same fixed interest rate on the same notional amount and receive the same variable interest rate on the same notional amount. The transaction allows S&T s customer to effectively convert a variable rate loan to a fixed rate. Because S&T acts as an intermediary for its customer, changes in the market value of the underlying derivative contracts offset each other and do not impact S&T s results of operations.

S&T offers rate lock commitments to potential borrowers. The commitments are generally for 60 days and guarantee a specified interest rate for a loan if underwriting standards are met, but the commitment does not obligate the potential borrower to close on the loan. Accordingly, some commitments expire prior to becoming loans. In addition, S&T can encounter pricing risks if interest rates increase significantly before the loan can be closed and sold. S&T may utilize forward sales contracts in order to mitigate this pricing risk. Whenever a customer desires these products, a mortgage originator quotes a secondary market rate, guaranteed for that day by the investor. The rate lock is executed between the mortgagee and S&T, and in turn a

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued

forward sales contract is executed between S&T and the investor. Both the rate lock commitment and the corresponding forward sales contract for each customer are considered derivatives. As such, changes in the fair value of the derivatives during the commitment period are recorded in current earnings and included in other income on the consolidated statements of income.

WEALTH MANAGEMENT ASSETS AND INCOME

Assets held in a fiduciary capacity by the subsidiary bank, S&T Bank, are not assets of S&T Bank and are therefore not included in the consolidated financial statements. Wealth management fee income is reported on the consolidated statement of income on the accrual basis.

STOCK-BASED COMPENSATION

S&T has various stock-based employee compensation plans, which are described in Note O. S&T adopted FASB Statement of Financial Accounting Standard (SFAS) No. 123(R), Share Based Payment, on January 1, 2006 and is applying the modified prospective method. SFAS No. 123(R) requires measurement of compensation expense of all stock-based awards at fair value on the date of grant and recognition of compensation expense over the vesting period for all awards granted or not yet vested at the date of adoption. Prior to the adoption of SFAS No. 123(R), S&T applied APB Opinion No. 25, Accounting for Stock Issued to Employees, in accounting for stock-based awards.

The following table illustrates the effect on net income and earnings per share if SFAS 123(R) had been applied to all outstanding and unvested awards in 2005.

(dollars in thousands, except per share data)	**2005**
Net Income	$ 58,243
Stock-based employee compensation cost determined if the market value method had been applied to all awards, net of tax	(2,173)
Proforma Net Income	**$ 56,070**
Basic Earnings per Share	
As reported	$ 2.21
Proforma	2.13
Diluted Earnings per Share	
As reported	$ 2.18
Proforma	2.10

PENSIONS

Pension expense for S&T Bank s defined benefit pension plan is actuarially determined using the projected unit credit actuarial cost method. The funding policy for the plan is to contribute amounts to the plan sufficient to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974, plus such additional amounts as may be appropriate, subject to federal income tax limitation.

On December 31, 2006, S&T adopted the recognition and disclosure provisions of Statement of Financial Accounting Standards (SFAS) No. 158. SFAS No. 158 requires an employer to recognize the funded status of any defined benefit pension plan or postretirement benefit plan in the December 31, 2006 statement of financial position, with a corresponding adjustment to accumulated other comprehensive income, net of tax. For the Plan, the adjustment to accumulated other comprehensive income at adoption represents the net unrecognized actuarial loss and unamortized prior service cost which were previously netted against the plan s funded status in S&T s statement of financial position pursuant to the provisions of SFAS No. 87. These amounts will be subsequently recognized as net periodic pension cost pursuant to S&T s historical accounting policy for amortizing such amounts. Further, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic pension cost in the same periods will be recognized as a component of other comprehensive income. Those amounts will be subsequently recognized as a component of net periodic pension cost on the same basis as the amounts recognized in accumulated other comprehensive income upon adoption of SFAS No. 158.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS continued

INCOME TAXES

Deferred taxes are accounted for under the asset and liability method whereby deferred income taxes are recognized for the difference between the financial reporting and tax bases of assets and liabilities using enacted tax laws and rates. S&T files a consolidated income tax return. A deferred tax valuation allowance is established if it is more likely than not that all or a portion of the deferred tax assets will not be realized.

TREASURY STOCK

The purchase of S&T common stock is recorded at cost. At the time of reissuance, the treasury stock account is reduced using the average cost method.

EARNINGS PER COMMON SHARE

Basic Earnings Per Share (EPS) is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Average shares outstanding for computing basic EPS were 24,732,430, 25,735,295 and 26,384,062 for 2007, 2006 and 2005, respectively. Potentially dilutive securities are excluded from the basic calculation, but are included in diluted EPS. Average shares outstanding for computing diluted EPS were 24,888,574, 25,940,352 and 26,688,148 for 2007, 2006 and 2005, respectively. In computing diluted EPS, average shares outstanding have been increased by the common stock equivalents relating to S&T s outstanding stock options and restricted stock.

ACQUISITION

On December 17, 2007, S&T announced that it would acquire IBT Bancorp, Inc., of Irwin, Pennsylvania (IBT), in a stock and cash transaction valued at approximately $171 million as of that date. The transaction is an in-market transaction that will expand S&T s existing footprint in the Westmoreland and Allegheny counties of Pennsylvania. The combined company will have over $4.1 billion in assets and increase its market share from 5 percent to approximately 12 percent in Westmoreland County. IBT shareholders will receive either $31.00 cash or between 0.93 and 0.97 of a fraction of a share of S&T common stock for each of their shares of IBT common stock, with the precise fraction of a share based upon the average high and low sale price for S&T common stock for a twenty trading day period preceding the date of the meeting of IBT shareholders at which the merger will be considered.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In February 2006, FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments. Under current generally accepted accounting principles, an entity that holds a financial instrument with an embedded derivative must bifurcate the financial instrument, resulting in the host and the embedded derivative being accounted for separately. SFAS No. 155 permits, but does not require, entities to account for certain financial instruments with an embedded derivative at fair value thereby eliminating the need to bifurcate the instrument into its host and the embedded derivative. SFAS No. 155 is effective for all financial instruments acquired or issued by S&T on or after January 1, 2007, and did not have a significant impact on S&T s financial position or results of operations. During 2007, S&T had no new financial instruments acquired or issued after the date of adoption with embedded derivatives.

In March 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets. SFAS No. 156 amends SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets and servicing liabilities. SFAS No. 156 requires companies to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract. SFAS No. 156 permits a company to choose either the amortized cost method or fair value measurement method for each class of separately recognized servicing assets. On January 1, 2007, S&T adopted the provisions of SFAS No. 156 using the amortized cost method for S&T s mortgage servicing asset. The adoption of SFAS No. 156 did not have a significant impact on S&T s financial position and results of operations.

In June 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of SFAS No. 109, Accounting for Income Taxes, to create a single model to address accounting for uncertainty in tax positions. FIN 48 clarifies the accounting for income taxes, by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. S&T adopted FIN 48 as of January 1, 2007, as required. The cumulative effect of adopting FIN 48 decreased retained earnings by $150,666 which included $34,499 of interest. As permitted by FIN 48, S&T will continue to record interest and penalties as other income tax expense. There were no material changes to unrecognized tax benefits during 2007, and it is not anticipated that any such changes will occur by December 31, 2008. U. S. federal tax returns for tax years 2004 forward remain open to examination.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 provides enhanced guidance for using fair value to measure assets and liabilities. SFAS No. 157 also responds to investors requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value. SFAS No. 157 does not expand the use of fair value in any new circumstances. S&T will be required to apply the new guidance effective January 1, 2008. S&T is in the process of determining the impact of applying SFAS No. 157 on S&T s financial position and results of operations.