

NBT BANCORP INC
 Form 4
 January 20, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DIETRICH MARTIN A

(Last) (First) (Middle)

52 SOUTH BROAD STREET

(Street)

NORWICH, NY 13815

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NBT BANCORP INC [NBTB]

3. Date of Earliest Transaction
 (Month/Day/Year)
01/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO NBT Bancorp

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
NBT Bancorp Inc. Common Stock	01/15/2015		F		463	D \$ 23.95	178,228.59 D
NBT Bancorp Inc. Common Stock	01/15/2015		F		1,117	D \$ 23.95	177,111.59 D
NBT Bancorp	01/15/2015		F		463	D \$ 23.95	176,648.59 D

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Inc. Common Stock								
NBT Bancorp Inc. Common Stock	01/15/2015		F	1,942	D	\$ 23.95	174,706.59	D
NBT Bancorp Inc. Common Stock	01/16/2015		S	3,478	D	\$ 24.0252 <u>(1)</u>	171,228.59	D
NBT Bancorp Inc. Common Stock							18,750.713	I 401k
NBT Bancorp Inc. Common Stock							755	I Custodian for Minor
NBT Bancorp Inc. Common Stock							10,731.723	I NBT Bancorp ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
		Code	V	(A)	(D)			
Non-Qualified Stock Option (right to buy)	\$ 20.19				01/15/2011 ⁽²⁾	01/15/2020	NBT Bancorp Inc. Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 20.3617				01/15/2009 ⁽³⁾	01/15/2018	NBT Bancorp Inc. Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 20.94				11/18/2013 ⁽⁴⁾	11/18/2021	NBT Bancorp Inc. Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 22.352				01/01/2007 ⁽³⁾	01/01/2016	NBT Bancorp Inc. Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 24.4458				08/01/2007 ⁽⁴⁾	08/01/2015	NBT Bancorp Inc. Common Stock	6,470
Non-Qualified Stock Option (right to buy)	\$ 24.5692				12/27/2009 ⁽⁴⁾	12/27/2017	NBT Bancorp Inc. Common Stock	12,600
Non-Qualified Stock Option (right to buy)	\$ 25.36				10/29/2016	10/29/2024	NBT Bancorp Inc. Common Stock	1,160
Non-Qualified Stock Option (right to buy)	\$ 25.38				01/15/2010 ⁽²⁾	01/15/2019	NBT Bancorp Inc. Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 25.762				01/01/2008 ⁽³⁾	01/01/2017	NBT Bancorp Inc.	28,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIETRICH MARTIN A 52 SOUTH BROAD STREET NORWICH, NY 13815	X		President & CEO NBT Bancorp	

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Martin A.
Dietrich

01/20/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale price is an average 3,478 shares sold at prices between \$23.845 and \$24.21.
- (2) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- (3) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- (4) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

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