

DIETRICH MARTIN A
Form 5
February 11, 2011

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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 Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
NBT Bancorp Inc. Common Stock	12/31/2010		J	407.685 A	\$ 0 (1)	D	
NBT Bancorp Inc. Common Stock	12/31/2010		J	1,060.555 A	\$ 0 (2)	I	401k

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NBT Bancorp Inc. Common Stock	12/31/2010	Â	J	686.477	A	\$ 0 (3)	10,298.863	I	NBT Bancorp ESOP
NBT Bancorp Inc. Common Stock	Â	Â	Â	Â	Â	Â	755	I	Custodian for Minor
NBT Bancorp Inc. Common Stock	Â	Â	Â	Â	Â	Â	848	I	by Spouse

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.3492	Â	Â	Â	Â	01/28/2003 01/28/2012	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.538	Â	Â	Â	Â	01/01/2004 ⁽⁴⁾ 01/01/2013	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option	\$ 20.19	Â	Â	Â	Â	01/15/2011 ⁽⁵⁾ 01/15/2020	NBT Bancorp

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(right to buy)										Inc. Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 20.3617	Â	Â	Â	Â	Â	01/15/2009 ⁽⁴⁾	01/15/2018		NBT Bancorp Inc. Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 22.1715	Â	Â	Â	Â	Â	01/01/2005 ⁽⁴⁾	01/01/2014		NBT Bancorp Inc. Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 22.205	Â	Â	Â	Â	Â	02/11/2006 ⁽⁶⁾	02/11/2014		NBT Bancorp Inc. Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 22.352	Â	Â	Â	Â	Â	01/01/2007 ⁽⁴⁾	01/01/2016		NBT Bancorp Inc. Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 23.2708	Â	Â	Â	Â	Â	01/20/2006 ⁽⁴⁾	01/20/2015		NBT Bancorp Inc. Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 24.4458	Â	Â	Â	Â	Â	08/01/2007 ⁽⁶⁾	08/01/2015		NBT Bancorp Inc. Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 24.5692	Â	Â	Â	Â	Â	12/27/2009 ⁽⁶⁾	12/27/2017		NBT Bancorp Inc. Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 25.38	Â	Â	Â	Â	Â	01/15/2010 ⁽⁵⁾	01/15/2019		NBT Bancorp Inc. Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 25.762	Â	Â	Â	Â	Â	01/01/2008 ⁽⁴⁾	01/01/2017		NBT Bancorp Inc.	2

Reporting Owners

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

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Martin A
Dietrich 02/11/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired under NBT Bancorp Dividend Reinvestment Plan during period of January 1, 2010 to December 31, 2010 at prices ranging from \$21.4584 to \$24.25 per share.
- (2) Shares were purchased from 1/1/2010 through 12/31/2010 through NBT Bancorp Inc. 401k Plan.
- (3) Shares were purchased from 1/1/2010 through 12/31/2010 through NBT Bancorp Inc. ESOP Plan.
- (4) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- (5) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- (6) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

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