

DE GENNARO DENNIS A
Form 4
November 23, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DE GENNARO DENNIS A

2. Issuer Name and Ticker or Trading Symbol
TRUSTCO BANK CORP N Y [TRST]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

GLENVILLE, NY 12302

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK	11/21/2018		M	500 ⁽¹⁾ / ₍₃₎ A \$ 0	105,068	D	
COMMON STOCK	11/21/2018		D	500 ⁽¹⁾ / ₍₃₎ D \$ 7.67	104,568	D	
COMMON STOCK					8,000	I	BY FAMILY

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
RESTRICTED STOCK UNIT	\$ 0 ⁽²⁾	11/21/2018		M	500	⁽³⁾ / ⁽³⁾	COMMON STOCK	500
RESTRICTED STOCK UNIT	⁽²⁾	11/20/2018		A	2,000	⁽⁴⁾ / ⁽⁴⁾	COMMON STOCK	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE GENNARO DENNIS A C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302	X			

Signatures

/S/ MICHAEL M. OZIMEK, BY POWER OF ATTORNEY
 11/23/2018
 **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) Reflects cash settlement of 500 restricted stock units that settled only for cash
- (2) Each restricted stock unit represents a contingent right to receive a payment in cash equal to the value of one share of Issuer Common Stock on the settlement date.
- (3) One third of the restricted stock units awarded November 21, 2017 "vested" on November 21, 2018 and were settled in cash.
- (4) The restricted stock units "vest" in whole units in equal installments from the first through third year following the award date, beginning November 20, 2019. Settlement of the restricted stock units will be made in cash only.

Remarks:

ADDITIONAL SHARES ACQUIRED BY REPORTING PERSON'S PARTICIPATION IN DIVIDEND REINVESTMENT .

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.