NBT BANCORP INC

Form 5

January 16, 2008

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

Expires: 2005
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

| Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|--|--|--|
| NBT BANCORP INC [NBTB] 3. Statement for Issuer's Fiscal Year Ended | (Check all applicable) | | |
| (Month/Day/Year) 12/31/2007 | _X_ Director 10% Owner Officer (give title below) Other (specify below) | | |
| 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) | | |
| | Symbol NBT BANCORP INC [NBTB] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007 4. If Amendment, Date Original | | |

NORWICH, NYÂ 13815

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

| (City) | (State) | (Zip) Ta | (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) | | tion (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned at end of Issuer's | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| NBT | | | | Amount | (A) or (D) | Price | Fiscal Year (Instr. 3 and 4) | (I) (Instr. 4) | | |
| Bancorp Inc. Common Stock | 12/31/2007 | Â | J | 210.252 | A | \$ 0 (1) | 125,469.554 | D | Â | |
| NBT Bancorp Inc. Common Stock | 12/31/2007 | Â | J | 38.324 | A | \$ 0 (2) | 1,114.993 | I | NBT 401k/ESOP Plan | |
| | Â | Â | Â | Â | Â | Â | 0 | I | | |

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| NBT Bancorp Inc. Common Stock | | | | | | | | | NBT Bancorp ESOP |
|---|---|------------------|--------------------|---|---|---|-------|---|------------------------|
| NBT Bancorp Inc. Common Stock | Â | Â | Â | Â | Â | Â | 1,842 | I | by Spouse |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | Persons containe | SEC 2270 (9-02) | | | | | | |

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

the form displays a currently valid OMB control number.

| 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) | of Deriv Secur Acqu (A) o Dispo of (D (Instr | erivative curities equired) or sposed | | Expiration Date | | Amo Secu 4) |
|---|---|--------------------------------------|---|---|--|--|-----------------------|--------------------|---|----------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of |
| Non-Qualified Stock Option (right to buy) | \$ 21.74 | Â | Â | Â | Â | Â | 05/01/2007(3) | 05/01/2016 | NBT Bancorp Inc. Common Stock | 5 |
| 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 | 18 |
| Non-Qualified Stock Option (right to buy) | \$ 22.3517 | Â | Â | Â | Â | Â | 09/01/2006 <u>(5)</u> | 09/01/2014 | NBT Bancorp Inc. Common Stock | 9 |
| Non-Qualified Stock Option | \$ 22.4075 | Â | Â | Â | Â | Â | 09/08/2006(5) | 09/08/2014 | NBT Bancorp | 1: |

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| (right to buy) | | | | | | | | Inc. Common Stock | |
|---|----------------|---|---|---|---|---------------|------------|---|----|
| Non-Qualified Stock Option (right to buy) | \$ 22.4842 Â | Â | Â | Â | Â | 05/01/2008(3) | 05/01/2017 | NBT Bancorp Inc. Common Stock | 5 |
| 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 | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 23.7553 Â | Â | Â | Â | Â | 07/01/2007(5) | 07/01/2015 | NBT Bancorp Inc. Common Stock | 11 |
| Non-Qualified Stock Option (right to buy) | \$ 23.8712 Â | Â | Â | Â | Â | 07/05/2007(5) | 07/05/2015 | NBT Bancorp Inc. Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|------|--|--|--|--|
| | Director | 10% Owner | Officer | Othe | | | | |
| FORSYTHE DARYL R 52 SOUTH BROAD STREET NORWICH Â NYÂ 13815 | ÂX | Â | Â | Â | | | | |

Signatures

By: Michael J. Chewens, Power of Attorney For: Daryl R.
Forsythe

01/16/2008

**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 1/1/2007 to 12/31/2007.
- (2) Shares were purchased from 1/1/2007 through 12/31/2007 through NBT Bancorp Inc. 401k / ESOP Plan.
- (3) Pursuant to NBT Non-Employee Director, Divisional Director and Subsidiary Director Stock Option Plan grant vests 40% for first year, 20% annually for following years.

(4) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.

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(5) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.