

DIETRICH MARTIN A

Form 4

January 21, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
01/19/2011

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 (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)
NBT Bancorp Inc. Common Stock	01/19/2011		A	15,750 (1)	A \$ 0 72,019.766	D	
NBT Bancorp Inc. Common Stock	01/19/2011		A	6,250 (2)	A \$ 0 78,269.766	D	
NBT Bancorp					16,379.243	I	401k

Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

755

I

Custodian
for Minor

9,612.386

I

NBT
Bancorp
ESOP

848

I

by Spouse

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.3492					01/28/2003 01/28/2012	NBT Bancorp Inc. Common Stock 30,000
Non-Qualified Stock Option	\$ 17.538					01/01/2004 ⁽³⁾ 01/01/2013	NBT Bancorp 24,000

(right to buy)					Inc. Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 20.19		01/15/2011 ⁽⁴⁾	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)	\$ 22.1715		01/01/2005 ⁽³⁾	01/01/2014	NBT Bancorp Inc. Common Stock	21,300
Non-Qualified Stock Option (right to buy)	\$ 22.205		02/11/2006 ⁽⁵⁾	02/11/2014	NBT Bancorp Inc. Common Stock	3,840
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)	\$ 23.2708		01/20/2006 ⁽³⁾	01/20/2015	NBT Bancorp Inc. Common Stock	22,400
Non-Qualified Stock Option (right to buy)	\$ 24.4458		08/01/2007 ⁽⁵⁾	08/01/2015	NBT Bancorp Inc. Common Stock	6,400
Non-Qualified Stock Option (right to buy)	\$ 24.5692		12/27/2009 ⁽⁵⁾	12/27/2017	NBT Bancorp Inc. Common Stock	12,600
Non-Qualified Stock Option (right to buy)	\$ 25.38		01/15/2010 ⁽⁴⁾	01/15/2019	NBT Bancorp Inc.	25,000

Non-Qualified
Stock Option (right to buy)

\$ 25.762

01/01/2008⁽³⁾ 01/01/2017

Common
Stock

NBT
Bancorp
Inc.
Common
Stock

28,0

Reporting Owners

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

Signatures

By: F. Sheldon Prentice For: Martin A
Dietrich

01/21/2011

__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).

- Pursuant to NBT Bancorp Inc. Omnibus Performance Unit Agreement, each member of a select group of Management is entitled to
- (1) receive an award based on Company performance goals in the form of restricted stock units that vests four years following the end of a performance period.
 - (2) Pursuant to NBT Bancorp Inc. Omnibus Restricted Stock Unit 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. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
 - (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 is insufficient, *see* Instruction 6 for procedure.

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