

NASSER JOSEPH G

Form 4

January 28, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
NASSER JOSEPH G

(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)
01/26/2011

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)

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 | 01/26/2011 | | M | 1,200 A | \$ 22,4842 | 28,995 | D |
| NBT Bancorp Inc. Common Stock | 01/26/2011 | | S | 1,200 D | \$ 24.31 | 27,795 | D |
| NBT Bancorp | 01/26/2011 | | M | 930 A | \$ 22.5508 | 28,725 | D |

Edgar Filing: NASSER JOSEPH G - Form 4

Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
StockNBT
Bancorp
Inc.
Common
Stock

01/26/2011

S 930 D \$ 24.31 27,795 D

| | | |
|--------|---|------------------------|
| 26,511 | I | Custodian for Minor |
|--------|---|------------------------|

431.732 I by Spouse

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 displays a currently valid OMB control number.

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 of Underlying Security (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) | \$ 22.4842 | 01/26/2011 | | M | | 1,200 | | 05/01/2008 ⁽¹⁾ | 05/01/2017 | NBT Bancorp Inc. Common Stock | 1,200 |
| Non-Qualified Stock Option (right to buy) | \$ 22.5508 | 01/26/2011 | | M | | 930 | | 05/01/2009 ⁽¹⁾ | 05/01/2018 | NBT Bancorp Inc. | 930 |

| | | | | |
|--|------------|---------------------------|------------|--|
| Non-Qualified Stock Option (right to buy) | \$ 20.7492 | 05/01/2006 ⁽¹⁾ | 05/01/2015 | Common Stock NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 21.74 | 05/01/2007 ⁽¹⁾ | 05/01/2016 | Common Stock NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 23.2708 | 01/20/2006 ⁽¹⁾ | 01/20/2015 | Common Stock NBT Bancorp Inc. Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NASSER JOSEPH G 52 SOUTH BROAD STREET NORWICH, NY 13815 | | | X | |

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Joseph Nasser

01/28/2011

__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) 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.

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.