

NBT BANCORP INC
Form 5
February 17, 2015

FORM 5

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).
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

OMB APPROVAL

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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)
12/31/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|--|---|---|
| NBT Bancorp Inc. Common Stock | 12/31/2014 | Â | J | 289.979 A \$ 0 (1) | 185,014.569 | D | Â |
| NBT Bancorp Inc. Common Stock | 12/31/2014 | Â | J | 195.199 A \$ 0 (2) | 18,945.912 | I | 401k |

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| | | | | | | | | | |
|-------------------------------|---|---|---|---|---|---|-----|---|---------------------|
| 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 | 10,731.723 | I | NBT Bancorp ESOP |
|-------------------------------|---|---|---|---|---|---|------------|---|------------------|

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) | \$ 20.19 | Â | Â | Â | Â Â | 01/15/2011 ⁽³⁾ 01/15/2020 | NBT Bancorp 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 |
| Non-Qualified Stock Option (right to buy) | \$ 20.94 | Â | Â | Â | Â Â | 11/18/2013 ⁽⁵⁾ 11/18/2021 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option | \$ 22.352 | Â | Â | Â | Â Â | 01/01/2007 ⁽⁴⁾ 01/01/2016 | NBT Bancorp |

(right to buy)

| | | | | | | | | | | |
|---|------------|---|---|---|---|---|---------------------------|------------|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 24.4458 | Â | Â | Â | Â | Â | 08/01/2007 ⁽⁵⁾ | 08/01/2015 | Inc. Common Stock NBT Bancorp Inc. Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 24.5692 | Â | Â | Â | Â | Â | 12/27/2009 ⁽⁵⁾ | 12/27/2017 | Inc. Common Stock NBT Bancorp Inc. Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 25.36 | Â | Â | Â | Â | Â | 10/29/2016 | 10/29/2024 | Inc. Common Stock NBT Bancorp Inc. Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 25.38 | Â | Â | Â | Â | Â | 01/15/2010 ⁽³⁾ | 01/15/2019 | Inc. Common Stock 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 | Inc. Common Stock NBT Bancorp Inc. Common Stock | 2 |

Reporting Owners

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

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Martin A. Dietrich

02/17/2015

__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 1/1/2014 to 12/31/2014.

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- (2) Shares were purchased from 1/1/2014 through 12/31/2014 through NBT Bancorp Inc. 401k Plan.
- (3) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the 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.
- (5) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

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