

NBT BANCORP INC

Form 4

January 22, 2016

**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)  
**01/20/2016**

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 &amp; 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	01/20/2016		A	12,930 (1)	A \$ 0 147,457.569	D	
NBT Bancorp Inc. Common Stock					18,945.912	I	401k
NBT Bancorp					755	I	Custodian for Minor

Inc.  
Common  
Stock

NBT  
Bancorp  
Inc.  
Common  
Stock

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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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)	\$ 20.19					01/15/2011 <sup>(2)</sup> 01/15/2020	NBT Bancorp Inc. Common Stock 25,000
Non-Qualified Stock Option (right to buy)	\$ 20.3617					01/15/2009 <sup>(3)</sup> 01/15/2018	NBT Bancorp Inc. Common Stock 25,000
Non-Qualified Stock Option (right to buy)	\$ 25.15					10/29/2016 <sup>(4)</sup> 10/29/2024	NBT Bancorp Inc. Common Stock 20,500
Non-Qualified Stock Option	\$ 25.36					10/29/2016 <sup>(4)</sup> 10/29/2024	NBT Bancorp 1,160

(right to buy)

Inc.  
Common  
StockNon-Qualified  
Stock Option \$ 25.38  
(right to buy)01/15/2010<sup>(2)</sup> 01/15/2019NBT  
Bancorp  
Inc. 25,0  
Common  
StockNon-Qualified  
Stock Option \$ 25.762  
(right to buy)01/01/2008<sup>(3)</sup> 01/01/2017NBT  
Bancorp  
Inc. 28,0  
Common  
StockNon-Qualified  
Stock Option \$ 26.67  
(right to buy)09/14/2017<sup>(4)</sup> 09/14/2025NBT  
Bancorp  
Inc. 13,6  
Common  
Stock

## Reporting Owners

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

## Signatures

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

01/22/2016

\_\_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 Bancorp Inc. Omnibus Restricted Stock Unit Agreement the grant vests 20% annually.
- (2) Pursuant to NBT Bancorp Inc. Omnibus Stock Option 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. 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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