

DIETRICH MARTIN A  
Form 4  
February 09, 2009

**FORM 4**

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

OMB APPROVAL

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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

(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)  
02/06/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| NBT Bancorp Inc. Common Stock   | 02/06/2009                           |  | S                              |   | 6,000   | D  | \$ 23.8723  |
| NBT Bancorp Inc. Common Stock   |                                      |  |                                |   | 57,051.384  | D  |   |
| NBT Bancorp                     |                                      |  |                                |   | 15,294.868  | I  | 401k  |

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|   |  |  |  |           |   |  |                        |
|---|--|--|--|-----------|---|--|------------------------|
| Inc.<br>Common<br>Stock                   |  |  |  |           |   |  |                        |
| NBT<br>Bancorp<br>Inc.<br>Common<br>Stock |  |  |  | 755       | I |  | Custodian<br>for Minor |
| NBT<br>Bancorp<br>Inc.<br>Common<br>Stock |  |  |  | 9,057.456 | I |  | NBT<br>Bancorp<br>ESOP |
| NBT<br>Bancorp<br>Inc.<br>Common<br>Stock |  |  |  | 848       | I |  | by Spouse              |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |   |                                     |
|---|--|---|---|--------------------------------------|--|--|--|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date   | Title                                     | Amount<br>or<br>Number<br>of Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 14.3492   |   |   |                                      |  | 01/28/2003   | 01/28/2012   | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 30,000                              |
| Non-Qualified<br>Stock Option                       | \$ 17.538  |   |   |                                      |  | 01/01/2004 <sup>(1)</sup>                                      | 01/01/2013   | NBT<br>Bancorp                            | 24,000                              |

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|   |            |                           |            |   |        |
|---|------------|---------------------------|------------|---|--------|
| (right to buy)                                  |            |                           |            | Inc.<br>Common<br>Stock                   |        |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 20.3617 | 01/15/2009 <sup>(1)</sup> | 01/15/2018 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 25,000 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 22.1715 | 01/01/2005 <sup>(1)</sup> | 01/01/2014 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 21,300 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 22.205  | 02/11/2006 <sup>(2)</sup> | 02/11/2014 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 3,840  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 22.352  | 01/01/2007 <sup>(1)</sup> | 01/01/2016 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 30,000 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 23.2708 | 01/20/2006 <sup>(1)</sup> | 01/20/2015 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 22,400 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 24.4458 | 08/01/2007 <sup>(2)</sup> | 08/01/2015 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 6,470  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 24.5692 | 12/27/2009 <sup>(2)</sup> | 12/27/2017 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 12,600 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 25.38   | 01/15/2010 <sup>(3)</sup> | 01/15/2019 | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 25,000 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 25.762  | 01/01/2008 <sup>(1)</sup> | 01/01/2017 | NBT<br>Bancorp<br>Inc.                    | 28,000 |

## Reporting Owners

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

## Signatures

By: Michael J. Chewens, Power of Attorney For: Martin A  
Dietrich

02/09/2009

\_\_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. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- (2) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.
- (3) Pursuant to NBT Bancorp Inc. 2009 Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.

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