

DIETRICH MARTIN A
Form 4
November 22, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
11/18/2011

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
NBT Bancorp Inc. Common Stock	11/18/2011		M		30,000 A \$ 14.3492	D	
NBT Bancorp Inc. Common Stock	11/18/2011		F		20,557 D \$ 20.94	D	
NBT Bancorp					17,439.798	I	401k

Inc. Common Stock						
NBT Bancorp Inc. Common Stock			755	I		Custodian for Minor
NBT Bancorp Inc. Common Stock			10,298.863	I		NBT Bancorp ESOP
NBT Bancorp Inc. Common 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 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 a Underlyi (Instr. 3 a
				Code V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 14.3492	11/18/2011		M	30,000	01/28/2003 ⁽¹⁾ 01/28/2012	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 20.94	11/18/2011		A	30,000	11/18/2013 ⁽²⁾ 11/18/2021	NBT Banco Inc. Comm Stock

Non-Qualified Stock Option (right to buy)	\$ 17.538	01/01/2004 ⁽¹⁾	01/01/2013	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 20.19	01/15/2011 ⁽³⁾	01/15/2020	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 20.3617	01/15/2009 ⁽¹⁾	01/15/2018	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 22.1715	01/01/2005 ⁽¹⁾	01/01/2014	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 22.205	02/11/2006 ⁽²⁾	02/11/2014	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 22.352	01/01/2007 ⁽¹⁾	01/01/2016	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 23.2708	01/20/2006 ⁽¹⁾	01/20/2015	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 24.4458	08/01/2007 ⁽²⁾	08/01/2015	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 24.5692	12/27/2009 ⁽²⁾	12/27/2017	NBT Banco Inc. Comm Stock
	\$ 25.38	01/15/2010 ⁽³⁾	01/15/2019	

