

ARROW FINANCIAL CORP
Form 4
September 17, 2008

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 *
VAN LEEUWEN JOHN C

2. Issuer Name and Ticker or Trading Symbol
ARROW FINANCIAL CORP
[AROW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2008

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP

ARROW FINANCIAL CORPORATION, 250 GLEN STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLENS FALLS, NY 12801

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/16/2008 | | M | 1,000 | A \$ 11.99 | 8,867 | D |
| Common Stock | 09/16/2008 | | F | 443 ⁽²⁾ | D \$ 27.06 | 8,424 | D |
| Common Stock | 09/16/2008 | | M | 2,000 | A \$ 19.21 | 10,424 | D |
| Common Stock | 09/16/2008 | | F | 1,420 ⁽²⁾ | D \$ 27.06 | 9,004 | D |
| | 09/16/2008 | | M | 3,000 | A | 12,004 | D |

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| | | | | | | | | |
|--------------|------------|------------------|--------------|---|----------|--------|---|------|
| Common Stock | | | | | \$ 24.11 | | | |
| Common Stock | 09/16/2008 | F | 2,673 (2) | D | \$ 27.06 | 9,331 | D | |
| Common Stock | 09/16/2008 | J ⁽¹⁾ | 0 | A | \$ 0 | 14,441 | I | ESOP |

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.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 11.99 | 12/20/2000 | | M | 1,000 | 12/20/2004 12/20/2010 | Common Stock | 4,655 | |
| Employee Stock Option (Right to Buy) | \$ 19.21 | 12/15/2001 | | M | 2,000 | 12/15/2005 12/15/2011 | Common Stock | 5,171 | |
| Employee Stock Option (Right to Buy) | \$ 24.11 | 12/18/2002 | | M | 3,000 | 12/18/2006 12/18/2012 | Common Stock | 4,923 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

VAN LEEUWEN JOHN C
ARROW FINANCIAL CORPORATION
250 GLEN STREET
GLENS FALLS, NY 12801

SVP

Signatures

Gerard R. Bilodeau, Attorney
in Fact

09/17/2008

__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) Amount of securities beneficially owned.
 - (2) Shares surrendered by reporting person to issuer to pay the exercise price of the derivative security.
 - (3) Exercise of Derivative Security.

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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