PRENTICE F SHELDON

Form 5

Common Stock

February 07, 2013

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer PRENTICE F SHELDON Symbol NBT BANCORP INC [NBTB] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/31/2012 below) below) **52 SOUTH BROAD STREET** EVP, General Counsel, Sec'y (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NORWICH. NYÂ 13815 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Transaction (A) or Disposed of (D) Securities Ownership Indirect Execution Date, if Form: Direct (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Price Amount **NBT** Bancorp Â J 401k Inc. 12/31/2012 594.27 1,167.327 Common Stock **NBT** Bancorp **NBT** Â 12/31/2012 J 232.842 A 420.743 Ι Inc. Bancorp

ESOP

NBT

Bancorp

Inc. \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} 9,991 D \hat{A}

Common Stock

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.

SEC 2270 (9-02)

Common Stock

 $\hat{A} = 05/01/2011_{(3)}^{(3)} = 05/01/2020$ Inc.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable	le and	7. Title and	Amo
Derivative	Conversion	• •	Execution Date, if	Transaction		Expiration Date		Underlying	
Security	or Exercise		any (Month/Doy/Voor)	Code	of Doministina	(Month/Day/Year)	(Instr. 3 and	14)
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3, 4, and 5)				
					4, and 3)				
							Evaluation		Aı
						Date Exercisable	Expiration Date	Title	or Nı
					(A) (D)		Bate		of
								MDE	
								NBT	
Non-Qualified								Bancorp	

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Reporting Owners

\$ 24.47

Reporting Owner Name / Address		Relationships	

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Director 10% Owner Officer Other

PRENTICE F SHELDON
52 SOUTH BROAD STREET Â Â ÊVP,General Counsel,Sec'y Â
NORWICH, NYÂ 13815

Â

Signatures

Stock Option

(right to buy)

F. Sheldon Prentice 02/07/2013

**Signature of Date
Reporting Person

Reporting Owners 2

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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 were purchased from 1/1/2012 through 12/31/2012 through NBT Bancorp Inc. 401k Plan.
- (2) Shares were purchased from 1/1/2012 through 12/31/2012 through NBT Bancorp Inc. ESOP Plan.
- (3) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.