

NBT BANCORP INC  
 Form 4  
 February 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**02/10/2015**

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 Ownership (Instr. 4)
NBT Bancorp Inc. Common Stock	02/10/2015		A	(1)	\$ 0	D	
NBT Bancorp Inc. Common Stock					18,750.713	I	401k
NBT Bancorp					755	I	Custodian for Minor

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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 of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 20.19					Date Exercisable: 01/15/2011 <sup>(2)</sup> Expiration Date: 01/15/2020	NBT Bancorp Inc. Common Stock 25,000
Non-Qualified Stock Option (right to buy)	\$ 20.3617					Date Exercisable: 01/15/2009 <sup>(3)</sup> Expiration Date: 01/15/2018	NBT Bancorp Inc. Common Stock 25,000
Non-Qualified Stock Option (right to buy)	\$ 20.94					Date Exercisable: 11/18/2013 <sup>(4)</sup> Expiration Date: 11/18/2021	NBT Bancorp Inc. Common Stock 30,000
Non-Qualified Stock Option	\$ 22.352					Date Exercisable: 01/01/2007 <sup>(3)</sup> Expiration Date: 01/01/2016	NBT Bancorp 30,000

(right to buy)

Non-Qualified  
Stock Option \$ 24.4458  
(right to buy)

08/01/2007<sup>(4)</sup> 08/01/2015

Inc.  
Common  
Stock  
NBT  
Bancorp  
Inc.  
Common  
Stock

6,47

Non-Qualified  
Stock Option \$ 24.5692  
(right to buy)

12/27/2009<sup>(4)</sup> 12/27/2017

NBT  
Bancorp  
Inc.  
Common  
Stock

12,6

Non-Qualified  
Stock Option \$ 25.36  
(right to buy)

10/29/2016 10/29/2024

NBT  
Bancorp  
Inc.  
Common  
Stock

1,16

Non-Qualified  
Stock Option \$ 25.38  
(right to buy)

01/15/2010<sup>(2)</sup> 01/15/2019

NBT  
Bancorp  
Inc.  
Common  
Stock

25,0

Non-Qualified  
Stock Option \$ 25.762  
(right to buy)

01/01/2008<sup>(3)</sup> 01/01/2017

NBT  
Bancorp  
Inc.  
Common  
Stock

28,0

## 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

02/12/2015

\*\*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).

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- (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.

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