NBT BANCORP INC
Form 4
July 28, 2016

FORM 4

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

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

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).

(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)
07/27/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO NBT Bancorp

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
NBT Bancorp Inc. Common Stock	07/27/2016		M		25,000	A	$ 20.19	187,815.045	D	
NBT Bancorp Inc. Common Stock	07/27/2016		S		25,000	D	$ 29.7798	162,815.045	D	
NBT Bancorp	07/27/2016		M		25,000	A	$ 20.3617	187,815.045	D	

Inc. Common Stock									
NBT Bancorp Inc. Common Stock	07/27/2016		F	16,985	D	$ 29.97	170,830.045	D	
NBT Bancorp Inc. Common Stock	07/27/2016		F	4,485	D	$ 29.97	166,345.045	D	
NBT Bancorp Inc. Common Stock							19,280.595	I	401k
NBT Bancorp Inc. Common Stock							340	I	Custodian for Minor
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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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)	$ 20.19	07/27/2016	M		25,000	01/15/2011[1]	01/15/2020	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	$ 20.3617	07/27/2016	M		25,000	01/15/2009[2]	01/15/2018	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	$ 29.97	07/27/2016	A	20,515		07/27/2018[3]	07/27/2026	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	$ 25.15					10/29/2016[3]	10/29/2024	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	$ 25.36					10/29/2016[3]	10/29/2024	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	$ 25.38					01/15/2010[1]	01/15/2019	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	$ 26.67					09/14/2017[3]	09/14/2025	NBT Banco Inc. Comm Stock
Non-Qualified Stock Option (right to buy)	$ 28.01					05/12/2018[3]	05/12/2026	NBT Banco Inc. Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DIETRICH MARTIN A
52 SOUTH BROAD STREET X President & CEO NBT Bancorp
NORWICH, NY 13815

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Martin A. Dietrich 07/28/2016

**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. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.

(2) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.

(3) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

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