

MCCORMICK ROBERT J
 Form 4
 November 23, 2012

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 *
 MCCORMICK ROBERT J

2. Issuer Name and Ticker or Trading Symbol
 TRUSTCO BANK CORP N Y [TRST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DRIVE
 (Street)
 GLENVILLE, NY 12302
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2012
 4. If Amendment, Date Original Filed (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)
 PRESIDENT & CEO
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

| 1. Title of Derivative Security | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|---------------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|---------------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | |
|-----------------------|--|----------------------|-----------------|---|------------------|------------------|--------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| OPTION: RT-TO-BUY | \$ 5.17 | 11/20/2012 | A | 87,000 | (1) | 11/20/2022 | COMMON STOCK |
| RESTRICTED STOCK UNIT | (2) | 11/20/2012 | A | 22,000 | (3) | (3) | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCORMICK ROBERT J C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302 | X | | PRESIDENT & CEO | |

Signatures

ROBERT T. CUSHING, BY POWER OF ATTORNEY

11/23/2012

__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) THE OPTIONS VEST OVER FIVE EQUAL ANNUAL INSTALLMENTS BEGINING NOVEMBER 20, 2013.
- (2) EACH RESTRICTED STOCK UNIT REPRESENTS A CONTINGENT RIGHT TO RECEIVE A PAYMENT IN CASH EQUAL TO THE VALUE OF A SHARE OF ISSUED COMMON STOCK.
- (3) THE RESTRICTED STOCK UNITS "VEST" IN WHOLE ON NOVEMBER 20, 2015. SETTLEMENT OF THE RESTRICTED STOCK UNITS WILL BE MADE IN CASH ONLY.

Note: File three copies of this Form, one of which must be manually signed. If space 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.