

NBT BANCORP INC
 Form 5
 February 12, 2014

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DIETRICH MARTIN A
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NBT BANCORP INC [NBTB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

52 SOUTH BROAD STREET
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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

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

6. Individual or Joint/Group Reporting (check applicable line)

NORWICH, NY 13815
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| NBT Bancorp Inc. Common Stock | 12/31/2013 | Â | J | 342.703 A \$ 0 (1) | 186,869.59 | D | Â |
| NBT Bancorp Inc. Common Stock | 12/31/2013 | Â | J | 257.008 A \$ 0 (2) | 18,750.713 | I | 401k |

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| | | | | | | | | | |
|-------------------------------|---|---|---|---|---|---|------------|---|---------------------|
| NBT Bancorp Inc. Common Stock | Â | Â | Â | Â | Â | Â | 755 | I | Custodian for Minor |
| NBT Bancorp Inc. Common Stock | Â | Â | Â | Â | Â | Â | 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 2270 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 20.19 | Â | Â | Â | Â Â | 01/15/2011 ⁽³⁾ 01/15/2020 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 20.3617 | Â | Â | Â | Â Â | 01/15/2009 ⁽⁴⁾ 01/15/2018 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 20.94 | Â | Â | Â | Â Â | 11/18/2013 ⁽⁵⁾ 11/18/2021 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option | \$ 22.352 | Â | Â | Â | Â Â | 01/01/2007 ⁽⁴⁾ 01/01/2016 | NBT Bancorp |

(right to buy)

Non-Qualified
Stock Option
(right to buy)

\$ 23.2708

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01/20/2006⁽⁴⁾

01/20/2015

Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

2

Non-Qualified
Stock Option
(right to buy)

\$ 24.4458

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08/01/2007⁽⁵⁾

08/01/2015

NBT
Bancorp
Inc.
Common
Stock

6

Non-Qualified
Stock Option
(right to buy)

\$ 24.5692

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12/27/2009⁽⁵⁾

12/27/2017

NBT
Bancorp
Inc.
Common
Stock

1

Non-Qualified
Stock Option
(right to buy)

\$ 25.38

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01/15/2010⁽³⁾

01/15/2019

NBT
Bancorp
Inc.
Common
Stock

2

Non-Qualified
Stock Option
(right to buy)

\$ 25.762

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01/01/2008⁽⁴⁾

01/01/2017

NBT
Bancorp
Inc.
Common
Stock

2

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

02/12/2014

__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)

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Shares acquired under NBT Bancorp Dividend Reinvestment Plan during period of 1/1/2013 to 12/31/2013 at prices ranging from \$ 22.0928 to \$25.1248.

- (2) Shares were purchased from 1/1/2013 through 12/31/2013 through NBT Bancorp Inc. 401k Plan.
- (3) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- (4) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- (5) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

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