

NBT BANCORP INC  
Form 4  
September 23, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(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)  
**09/22/2016**

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<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 09/22/2016                              |                                                             | M                                    | 25,000 A                                                                | \$ 25.38 191,345.045                                                                                               | D                                                                       |                                                                   |
| NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 09/22/2016                              |                                                             | S                                    | 25,000 D                                                                | \$ 32.6655 166,345.045                                                                                             | D                                                                       |                                                                   |
| NBT<br>Bancorp                            |                                         |                                                             |                                      |                                                                         | 19,280.595                                                                                                         | I                                                                       | 401k                                                              |

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Inc.  
Common  
Stock

NBT  
Bancorp  
Inc.  
Common  
Stock

NBT  
Bancorp  
Inc.  
Common  
Stock

340

I

Custodian  
for Minor

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Ar<br>Underlying Se<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title                                                |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 25.38                                                           | 09/22/2016                              |                                                             | M                                    | 25,000                                                                                                       | 01/15/2010 <sup>(1)</sup> 01/15/2019                           | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 25.15                                                           |                                         |                                                             |                                      |                                                                                                              | 10/29/2016 <sup>(2)</sup> 10/29/2024                           | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock            |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 25.36                                                           |                                         |                                                             |                                      |                                                                                                              | 10/29/2016 <sup>(2)</sup> 10/29/2024                           | NBT<br>Bancorp<br>Inc.<br>Common                     |

|                                                 |          |                           |            |                                                    |
|-------------------------------------------------|----------|---------------------------|------------|----------------------------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 26.67 | 09/14/2017 <sup>(2)</sup> | 09/14/2025 | Stock<br>NBT<br>Bancorp<br>Inc.<br>Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 28.01 | 05/12/2018 <sup>(2)</sup> | 05/12/2026 | Stock<br>NBT<br>Bancorp<br>Inc.<br>Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.97 | 07/27/2018 <sup>(2)</sup> | 07/27/2026 | Stock<br>NBT<br>Bancorp<br>Inc.<br>Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                             |       |
|-----------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                     | Other |
| DIETRICH MARTIN A<br>52 SOUTH BROAD STREET<br>NORWICH, NY 13815 | X             |           | President & CEO NBT Bancorp |       |

## Signatures

By: F. Sheldon Prentice, Power of Attorney For: Martin A.  
Dietrich

09/23/2016

\_\_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 reload grant vests 100% two years after date of its grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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