

NBT BANCORP INC
 Form 4
 January 17, 2014

FORM 4

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

OMB APPROVAL

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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 *
CHEWENS MICHAEL J

(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)
01/15/2014

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)
Sr EVP & CFO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
NBT Bancorp Inc. Common Stock	01/15/2014		F		325	D	\$ 25.09
					40,095	D	
NBT Bancorp Inc. Common Stock	01/15/2014		F		797	D	\$ 25.09
					39,298	D	
NBT Bancorp	01/15/2014		F		333	D	\$ 25.09
					38,965	D	

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Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

01/16/2014 M 3,600 A \$ 20.19 42,565 D

NBT
Bancorp
Inc.
Common
Stock

01/16/2014 S 3,600 D \$
25.0153 38,965 D
(1)

NBT
Bancorp
Inc.
Common
Stock

01/17/2014 S 2,544 D \$
25.1023 11,811.939 I 401k
(2)

NBT
Bancorp
Inc.
Common
Stock

3,922.861 I NBT
Bancorp
ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
Non-Qualified Stock Option (right to buy)	\$ 20.19	01/16/2014		M	3,600	01/15/2011 ⁽³⁾ 01/15/2020	NBT Bancorp Inc.

Option Type	Exercise Price	Grant Date	Expiration Date	Company	Shares
Non-Qualified Stock Option (right to buy)	\$ 22.352	01/01/2007 ⁽⁴⁾	01/01/2016	NBT Bancorp Inc. Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 23.2708	01/20/2006 ⁽⁴⁾	01/20/2015	NBT Bancorp Inc. Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 25.38	01/15/2010 ⁽³⁾	01/15/2019	NBT Bancorp Inc. Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 25.762	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
CHEWENS MICHAEL J 52 SOUTH BROAD STREET NORWICH, NY 13815			Sr EVP & CFO	

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Michael J. Chewens 01/17/2014

**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) The sale price is an average of 1,200 shares sold at \$24.95, 100 shares sold at \$24.97, 400 shares sold at \$25.00, 250 shares sold at \$25.01, 100 shares sold at \$25.016, 50 shares sold at \$25.02, 200 shares sold at \$25.03, 250 shares sold at \$25.04, 50 shares sold at \$25.05, 200 shares sold at \$25.065, 100 shares sold at \$25.07, 100 shares sold at \$ 25.075, 500 shares sold at \$25.10 and 100 shares sold at \$25.17.
- (2) The sale price is an average of 141 shares sold at \$24.96, 2 shares sold at \$24.97, 1 share sold at \$24.98, 100 shares sold at \$25.029, 100 shares sold at \$25.04, 200 shares sold at \$25.055, 400 shares sold at \$ 25.07, 400 shares sold at \$25.08, 100 shares sold at \$25.09, 100 shares sold at \$25.13, 100 shares sold at \$25.15, 100 shares sold at \$25.155, 500 shares sold at \$25.16, 100 shares sold at \$25.166, 100 shares sold at \$25.175 and 100 shares sold at \$25.215.

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- (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.

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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