

NBT BANCORP INC
 Form 4
 November 15, 2016

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 *
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)
11/14/2016

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 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)
			Code	V	Amount or Price		
NBT Bancorp Inc. Common Stock	11/14/2016		M		20,575 A \$ 25.15	186,920.045	D
NBT Bancorp Inc. Common Stock	11/14/2016		S		20,575 D \$ 40.1988	166,345.045	D
NBT Bancorp	11/14/2016		M		1,166 A \$ 25.36	167,511.045	D

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Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

11/14/2016

S

1,166

D

\$
40.1988

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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(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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 25.15	11/14/2016		M	20,575	10/29/2016 ⁽¹⁾ 10/29/2024	NBT Bancorp Inc. Common

Option Type	Exercise Price	Grant Date	Exercise Method	Quantity	Expiration Date	Stock
Non-Qualified Stock Option (right to buy)	\$ 25.36	11/14/2016	M	1,166	10/29/2016 ⁽¹⁾ 10/29/2024	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.67				09/14/2017 ⁽¹⁾ 09/14/2025	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.01				05/12/2018 ⁽¹⁾ 05/12/2026	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.97				07/27/2018 ⁽¹⁾ 07/27/2026	NBT Bancorp Inc. Common Stock

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

11/15/2016

__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. 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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