

DIETRICH MARTIN A

Form 5

January 27, 2012

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. 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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20114. 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 Reporting

(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 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)
NBT Bancorp Inc. Common Stock	12/31/2011	Â	J	459.047 A	\$ 0 (1)	103,772.498 D	Â
NBT Bancorp Inc. Common Stock	12/31/2011	Â	J	513.766 A	\$ 0 (2)	17,953.564 I	401k

NBT Bancorp Inc. Common Stock	12/31/2011	Â	J	213.4	A	\$ 0 (3)	10,512.263	I	NBT Bancorp ESOP
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	848	I	by Spouse

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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Non-Qualified Stock Option (right to buy)	\$ 17.538	Â	Â	Â	Â	Â	01/01/2004 ⁽⁴⁾	01/01/2013	NBT Bancorp Inc. Common Stock	2.0
Non-Qualified Stock Option (right to buy)	\$ 20.19	Â	Â	Â	Â	Â	01/15/2011 ⁽⁵⁾	01/15/2020	NBT Bancorp Inc. Common Stock	2.0
Non-Qualified Stock Option	\$ 20.3617	Â	Â	Â	Â	Â	01/15/2009 ⁽⁴⁾	01/15/2018	NBT Bancorp	2.0

(right to buy)											Inc. Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 20.94	Â	Â	Â	Â	Â	11/18/2013 ⁽⁶⁾	11/18/2021	NBT Bancorp Inc. Common Stock	3		
Non-Qualified Stock Option (right to buy)	\$ 22.1715	Â	Â	Â	Â	Â	01/01/2005 ⁽⁴⁾	01/01/2014	NBT Bancorp Inc. Common Stock	2		
Non-Qualified Stock Option (right to buy)	\$ 22.205	Â	Â	Â	Â	Â	02/11/2006 ⁽⁶⁾	02/11/2014	NBT Bancorp Inc. Common Stock	3		
Non-Qualified Stock Option (right to buy)	\$ 22.352	Â	Â	Â	Â	Â	01/01/2007 ⁽⁴⁾	01/01/2016	NBT Bancorp Inc. Common Stock	3		
Non-Qualified Stock Option (right to buy)	\$ 23.2708	Â	Â	Â	Â	Â	01/20/2006 ⁽⁴⁾	01/20/2015	NBT Bancorp Inc. Common Stock	2		
Non-Qualified Stock Option (right to buy)	\$ 24.4458	Â	Â	Â	Â	Â	08/01/2007 ⁽⁶⁾	08/01/2015	NBT Bancorp Inc. Common Stock	6		
Non-Qualified Stock Option (right to buy)	\$ 24.5692	Â	Â	Â	Â	Â	12/27/2009 ⁽⁶⁾	12/27/2017	NBT Bancorp Inc. Common Stock	1		
Non-Qualified Stock Option (right to buy)	\$ 25.38	Â	Â	Â	Â	Â	01/15/2010 ⁽⁵⁾	01/15/2019	NBT Bancorp Inc. Common Stock	2		
Non-Qualified Stock Option (right to buy)	\$ 25.762	Â	Â	Â	Â	Â	01/01/2008 ⁽⁴⁾	01/01/2017	NBT Bancorp Inc.	2		

Reporting Owners

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

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Martin A Dietrich 01/27/2012

__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) Shares acquired under NBT Bancorp Dividend Reinvestment Plan during period of January 1, 2011 to December 31, 2011 at prices ranging from \$18.9804 to \$21.988 per share.
- (2) Shares were purchased from 1/1/2011 through 12/31/2011 through NBT Bancorp Inc. 401k Plan.
- (3) Shares were purchased from 1/1/2011 through 12/31/2011 through NBT Bancorp Inc. ESOP Plan.
- (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. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- (6) 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 provided 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.