FORSYTHE DARYL R

Form 4

January 26, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FORSYTHE DARYL R Issuer Symbol NBT BANCORP INC [NBTB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify **52 SOUTH BROAD STREET** 01/24/2005 below) CEO NBT Bancorp (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NORWICH, NY 13815

Bancorp

NORWICH, NY 13815							Person			
	(City)	(State)	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
	NBT Bancorp Inc. Common Stock	01/24/2005		Code V	Amount 5,250	(D)	Price \$ 0 (1)	(Instr. 3 and 4) 108,675.691	D	
	NBT Bancorp Inc. Common Stock							8,585.849	I	401k
	NBT							2,758.846	I	NBT

Bancorp

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Inc. ESOP
Common
Stock
NBT
Bancorp
Inc. 1,511 I by Spouse

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

Common Stock

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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 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 23.2708	01/24/2005		A	31,907	01/20/2006(2)	01/20/2015	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.3492					01/28/2003(2)	01/28/2012	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.0625					01/22/2002(2)	01/22/2011	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.538					01/01/2004(2)	01/01/2013	NBT Bancorp Inc. Common Stock

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Non-Qualified Stock Option (right to buy)	\$ 18.1632	01/27/1999(2)	01/27/2008	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.7917	08/11/2005(3)	08/11/2013	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.7925	08/14/2005 <u>(3)</u>	08/14/2013	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.8125	08/12/2005(3)	08/12/2013	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.0558	08/05/2005(3)	08/05/2013	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.441	04/28/2001(3)	04/28/2009	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.5952	01/26/2000(2)	01/26/2009	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.1715	01/01/2005(2)	01/01/2014	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.3517	09/01/2006 <u>(3)</u>	09/01/2014	NBT Bancorp Inc. Common Stock
	\$ 22.4075	09/08/2006(3)	09/08/2014	

Non-Qualified Stock Option (right to buy) NBT
Bancorp
Inc.
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
FORSYTHE DARYL R 52 SOUTH BROAD STREET NORWICH, NY 13815	X		CEO NBT Bancorp				

Signatures

By: Michael J. Chewens, Power of Attorney For: Daryl R.
Forsythe

01/26/2005

**Signature of Reporting Person

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).
- Acquired pursuant to the formula provisions of the NBT Bancorp Inc. Performance Share Plan pursuant to which each member of a select (1) group of Management is entitled to receive an award based on Company performance goals in the form of restricted shares of the

Date

- (1) group of Management is entitled to receive an award based on Company performance goals in the form of restricted shares of the Company's common stock that vests three years following the end of a performance period.
- (2) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- (3) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

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