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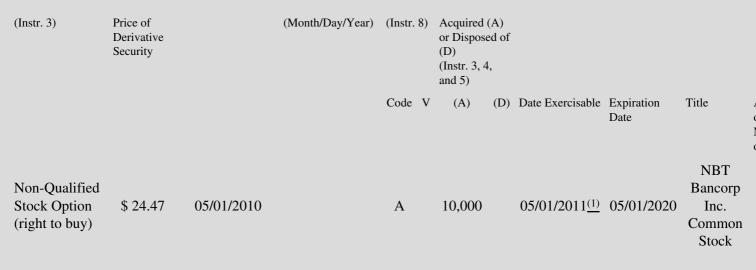
PRENTICE F SI Form 4	HELDON										
May 05, 2010											
FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION								NT.	OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287			
Check this bo if no longer subject to Section 16. Form 4 or Form 5	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									
obligations may continue. <i>See</i> Instructio 1(b).	Section 17(a) of the I	Public U	Itility Hol	ding Con		of 1935 or Section				
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> PRENTICE F SHELDON			2. Issuer Name and Ticker or Trading Symbol NBT BANCORP INC [NBTB]				5. Relationship of Reporting Person(s) to Issuer				
(Loot) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)				
(Last) (First) (Middle) 52 SOUTH BROAD STREET			(Month/Day/Year) 05/01/2010			Director 10% Owner X_ Officer (give title Other (specify below) Corp SVP, Gen. Counsel, Sec'y					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NORWICH, NY	7 13815						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Damindar: Danart a	n a constato lina	for each al	nes of coo				or indirectly				
Reminder: Report o	n a separate fine	or each cla	ass of sec	unues bene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer		Other		
PRENTICE F SHELDON 52 SOUTH BROAD STREET NORWICH, NY 13815			Corp SVP, Gen. C	ounsel, Sec'y			
Signatures							
By: Michael J. Chewens, Power of Attorney For: F. Sheldon Prentice 05/05/2010							
<u>**</u> Signature of I		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. 2009 Omnibus Stock Option Agreement the 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. 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.