

MITCHELL JOHN C
Form 4
January 28, 2011

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 *
MITCHELL JOHN C

(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)
01/27/2011

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)

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	01/27/2011		M	658 A \$ 14.3492	31,772	D	
NBT Bancorp Inc. Common Stock	01/27/2011		S	658 D \$ 24.27	31,114	D	
NBT Bancorp					164,041	I	by Corporation

Inc.
Common
Stock

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.3492	01/27/2011		M	658	01/28/2003 ⁽¹⁾	01/28/2012	NBT Bancorp Inc. Common Stock	658
Non-Qualified Stock Option (right to buy)	\$ 17.6008					01/01/2004 ⁽¹⁾	01/01/2013	NBT Bancorp Inc. Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 20.7492					05/01/2006 ⁽¹⁾	05/01/2015	NBT Bancorp Inc. Common Stock	1,700
Non-Qualified Stock Option (right to buy)	\$ 21.74					05/01/2007 ⁽¹⁾	05/01/2016	NBT Bancorp Inc. Common Stock	1,600
Non-Qualified Stock Option	\$ 22.1388					01/01/2005 ⁽¹⁾	01/01/2014	NBT Bancorp	1,400

(right to buy)

Non-Qualified
Stock Option \$ 22.4842
(right to buy)

05/01/2008⁽¹⁾ 05/01/2017

Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

1,8

Non-Qualified
Stock Option \$ 22.5508
(right to buy)

05/01/2009⁽¹⁾ 05/01/2018

NBT
Bancorp
Inc.
Common
Stock

2,0

Non-Qualified
Stock Option \$ 23.2708
(right to buy)

01/20/2006⁽¹⁾ 01/20/2015

NBT
Bancorp
Inc.
Common
Stock

70

Non-Qualified
Stock Option \$ 23.8325
(right to buy)

11/10/2006⁽²⁾ 11/10/2014

NBT
Bancorp
Inc.
Common
Stock

1,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL JOHN C 52 SOUTH BROAD STREET NORWICH, NY 13815			X	

Signatures

By: F. Sheldon Prentice, Power of Attorney For: John C.
Mitchell

01/28/2011

 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 Non-Employee Director, Divisional Director and Subsidiary Director Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- (2) Pursuant to NBT Non-Employee Director, Divisional Director and Subsidiary Director 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. 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.