

DIETRICH MARTIN A
Form 4
May 11, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)
05/08/2009

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 Indirect Beneficial Ownership (Instr. 4)
NBT Bancorp Inc. Common Stock	05/08/2009		S	V	5,765.179	D	
				(A) or (D)	Price		
NBT Bancorp Inc. Common Stock					\$ 24.99		
NBT Bancorp Inc. Common Stock					15,294.868	I	401k
NBT Bancorp					755	I	Custodian for Minor

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Inc. Common Stock							
NBT Bancorp Inc. Common Stock					9,057.456	I	NBT Bancorp ESOP
NBT Bancorp Inc. Common Stock					848	I	by Spouse

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

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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. 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 Underlying Securities (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					01/28/2003	01/28/2012	NBT Bancorp Inc. Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 17.538					01/01/2004 ⁽¹⁾	01/01/2013	NBT Bancorp Inc. Common Stock	24,000
Non-Qualified Stock Option	\$ 20.3617					01/15/2009 ⁽¹⁾	01/15/2018	NBT Bancorp	25,000

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(right to buy)				Inc. Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 22.1715	01/01/2005 ⁽¹⁾	01/01/2014	NBT Bancorp Inc. Common Stock	21,3
Non-Qualified Stock Option (right to buy)	\$ 22.205	02/11/2006 ⁽²⁾	02/11/2014	NBT Bancorp Inc. Common Stock	3,84
Non-Qualified Stock Option (right to buy)	\$ 22.352	01/01/2007 ⁽¹⁾	01/01/2016	NBT Bancorp Inc. Common Stock	30,0
Non-Qualified Stock Option (right to buy)	\$ 23.2708	01/20/2006 ⁽¹⁾	01/20/2015	NBT Bancorp Inc. Common Stock	22,4
Non-Qualified Stock Option (right to buy)	\$ 24.4458	08/01/2007 ⁽²⁾	08/01/2015	NBT Bancorp Inc. Common Stock	6,47
Non-Qualified Stock Option (right to buy)	\$ 24.5692	12/27/2009 ⁽²⁾	12/27/2017	NBT Bancorp Inc. Common Stock	12,6
Non-Qualified Stock Option (right to buy)	\$ 25.38	01/15/2010 ⁽³⁾	01/15/2019	NBT Bancorp Inc. Common Stock	25,0
Non-Qualified Stock Option (right to buy)	\$ 25.762	01/01/2008 ⁽¹⁾	01/01/2017	NBT Bancorp Inc. Common Stock	28,0

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: Michael J. Chewens, Power of Attorney For: Martin A
Dietrich

05/11/2009

__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 grant vests 40% for first year, 20% annually for following years.
- (2) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.
- (3) 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.
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