

DIETRICH MARTIN A
Form 5
February 07, 2013

FORM 5

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

OMB APPROVAL

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Check 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

1. Name and Address of Reporting Person *
DIETRICH MARTIN A

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NBT BANCORP INC [NBTB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

52 SOUTH BROAD STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO NBT Bancorp

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

NORWICH, NY 13815

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| NBT Bancorp Inc. Common Stock | 12/31/2012 | | J | 381.389 A | \$ 0 (1) | D | |
| NBT Bancorp Inc. Common Stock | 12/31/2012 | | J | 540.141 A | \$ 0 (2) | I | 401k |

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| | | | | | | | | | |
|-------------------------------|------------|---|---|--------|---|-------------|------------|---|---------------------|
| NBT Bancorp Inc. Common Stock | 12/31/2012 | Â | J | 219.46 | A | \$ 0 (3) | 10,731.723 | I | NBT Bancorp ESOP |
| NBT Bancorp Inc. Common Stock | Â | Â | Â | Â | Â | Â | 755 | I | Custodian for Minor |

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) | \$ 20.19 | Â | Â | Â | Â Â | 01/15/2011 ⁽⁴⁾ 01/15/2020 | NBT Bancorp Inc. Common Stock 2 |
| Non-Qualified Stock Option (right to buy) | \$ 20.3617 | Â | Â | Â | Â Â | 01/15/2009 ⁽⁵⁾ 01/15/2018 | NBT Bancorp Inc. Common Stock 2 |
| 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 | \$ 22.1715 | Â | Â | Â | Â Â | 01/01/2005 ⁽⁵⁾ 01/01/2014 | NBT Bancorp 2 |

(right to buy)

| | | | | | | | | | | |
|---|------------|---|---|---|---|---|---------------------------|------------|-------------------------------|---|
| 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 ⁽⁵⁾ | 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 ⁽⁵⁾ | 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 ⁽⁴⁾ | 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 ⁽⁵⁾ | 01/01/2017 | NBT Bancorp Inc. Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DIETRICH MARTIN A 52 SOUTH BROAD STREET | Â X | Â | Â President & CEO NBT Bancorp | Â |

NORWICH, NY 13815

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Martin A
Dietrich

02/07/2013

__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 1/1/2012 to 12/31/2012 at prices ranging from \$ 20.3129 to \$22.1973.
- (2) Shares were purchased from 1/1/2012 through 12/31/2012 through NBT Bancorp Inc. 401k Plan.
- (3) Shares were purchased from 1/1/2012 through 12/31/2012 through NBT Bancorp Inc. ESOP Plan.
- (4) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- (5) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan 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.

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