

COMMUNITY BANK SYSTEM, INC.

Form 4

March 18, 2016

FORM 4

**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).

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 *
Bolus Mark J.

2. Issuer Name and Ticker or Trading Symbol
COMMUNITY BANK SYSTEM, INC. [CBU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O COMMUNITY BANK SYSTEM, INC., 5790 WIDEWATERS PARKWAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DEWITT, NY 13214

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D)	63,755.657 ⁽¹⁾	D	
Common Stock				(A) or (D)	6,126.638 ⁽²⁾	I	By Mark Bolus Trust
Common Stock				(A) or (D)	190.299 ⁽³⁾	I	By daughter, Taylor Bolus
Common Stock				(A) or (D)	190.299 ⁽³⁾	I	By

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Stock						daughter, Paige Bolus
Common Stock				190.299 ⁽³⁾	I	By son, Austin Bolus
Common Stock				190.299 ⁽³⁾	I	By son, Noah Bolus
Common Stock				4,437.949 ⁽⁴⁾	I	By Taylor Bolus Trust
Common Stock				4,437.949 ⁽⁴⁾	I	By Paige Bolus Trust
Common Stock				4,437.949 ⁽⁴⁾	I	By Austin Bolus Trust
Common Stock				4,437.949 ⁽⁴⁾	I	By Noah Bolus Trust

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock (Deferred Stock Units)	<u>(5)</u>	03/16/2016		A	438	<u>(5)</u>	<u>(5)</u>	Common Stock
Stock Option	\$ 38.02	03/16/2016		A	2,123	03/16/2016	03/16/2026	Common Stock
Phantom Stock (Deferred Compensation)	<u>(6)</u>	03/17/2016		A	431.4786	<u>(6)</u>	<u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bolus Mark J. C/O COMMUNITY BANK SYSTEM, INC. 5790 WIDEWATERS PARKWAY DEWITT, NY 13214	X			

Signatures

/s/ Danielle M. Cima, pursuant to a Confirming Statement executed by Mark J.
Bolus

03/18/2016

__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) Includes 1,617.46 shares acquired in April, July and October 2015 and January 2016 under the Community Bank System, Inc. Dividend Reinvestment Plan.
- (2) Includes 195.006 shares acquired in April, July and October 2015 and January 2016 under the Community Bank System, Inc. Dividend Reinvestment Plan.
- (3) Includes 6.089 shares acquired in April, July and October 2015 and January 2016 under the Community Bank System, Inc. Dividend Reinvestment Plan.
- (4) Includes 140.957 shares acquired in April, July and October 2015 and January 2016 under the Community Bank System, Inc. Dividend Reinvestment Plan.

(5) The reporting person has received deferred stock units under the Community Bank System, Inc. 2014 Long-Term Incentive Plan. Each phantom stock unit which represents a deferred stock unit is the economic equivalent of one share of Community Bank System, Inc. common stock and will be settled in common stock at a predetermined date.

(6) Each unit of phantom stock is the economic equivalent of one share of Community Bank System, Inc. common stock. The units of phantom stock relating to the Deferred Compensation Plan will be settled in Community Bank System, Inc. common stock at future dates selected by the reporting person.

(7) Includes 45.536 units of phantom stock acquired on January 11, 2016 under the Deferred Compensation Plan's dividend reinvestment feature.

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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