

RAVEN DAVID E  
Form 4  
January 28, 2011

**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 \*  
RAVEN DAVID E

(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)  
President & CEO Pennstar

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |                                   |
| NBT Bancorp Inc. Common Stock   | 01/27/2011                           |  | S                              |   | 2,487 D \$ 24.5   |  |                                   |
| NBT Bancorp Inc. Common Stock   |                                      |  |                                |   |   | I  | 401k                              |
| NBT Bancorp                     |                                      |  |                                |   |   | I  | NBT Bancorp                       |

Inc.  
Common  
Stock

ESOP

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 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)  | \$ 20.19   |                                      |  |                                |   | 01/15/2011 <sup>(1)</sup>                                | 01/15/2020  | NBT Bancorp Inc. Common Stock | 18,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 20.3617   |                                      |  |                                |   | 01/15/2009 <sup>(2)</sup>                                | 01/15/2018  | NBT Bancorp Inc. Common Stock | 17,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 22.1715   |                                      |  |                                |   | 01/01/2005 <sup>(2)</sup>                                | 01/01/2014  | NBT Bancorp Inc. Common Stock | 15,800                     |
| Non-Qualified Stock Option (right to buy)  | \$ 22.352  |                                      |  |                                |   | 01/01/2007 <sup>(2)</sup>                                | 01/01/2016  | NBT Bancorp Inc. Common Stock | 20,000                     |
| Non-Qualified Stock Option                 | \$ 23.2708   |                                      |  |                                |   | 01/20/2006 <sup>(2)</sup>                                | 01/20/2015  | NBT Bancorp                   | 16,200                     |

(right to buy)

Inc.  
Common  
Stock

Non-Qualified  
Stock Option \$ 25.38  
(right to buy)

01/15/2010<sup>(1)</sup> 01/15/2019

NBT  
Bancorp  
Inc. 18,0  
Common  
Stock

Non-Qualified  
Stock Option \$ 25.762  
(right to buy)

01/01/2008<sup>(2)</sup> 01/01/2017

NBT  
Bancorp  
Inc. 19,0  
Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| RAVEN DAVID E<br>52 SOUTH BROAD STREET<br>NORWICH, NY 13815 |               |           | President & CEO Pennstar |       |

## Signatures

By: F. Sheldon Prentice, Power of Attorney For: David E.  
Raven 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 Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.

(2) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan 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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