

NBT BANCORP INC
 Form 5
 February 17, 2015

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 *
LEVY JEFFREY M
 (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)
12/31/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP/ Pres Commercial Banking

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

| 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| NBT Bancorp Inc. Common Stock | 12/31/2014 | | J | 167.892 A | \$ 0 (1) 43,879.93 | D | |
| NBT Bancorp Inc. Common Stock | 12/31/2014 | | J | 420.17 A | \$ 0 (2) 5,530.388 | I | 401k |

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NBT Bancorp Inc. Common Stock

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1,080.335 I

NBT Bancorp ESOP

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

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SEC 2270 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 20.19 | ^ | ^ | ^ | ^ ^ | Date Exercisable: 01/15/2011 ⁽³⁾ Expiration Date: 01/15/2020 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 20.3617 | ^ | ^ | ^ | ^ ^ | Date Exercisable: 01/15/2009 ⁽⁴⁾ Expiration Date: 01/15/2018 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 22.352 | ^ | ^ | ^ | ^ ^ | Date Exercisable: 01/01/2007 ⁽⁴⁾ Expiration Date: 01/01/2016 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 25.38 | ^ | ^ | ^ | ^ ^ | Date Exercisable: 01/15/2010 ⁽³⁾ Expiration Date: 01/15/2019 | NBT Bancorp Inc. Common Stock |
| Non-Qualified Stock Option | \$ 25.762 | ^ | ^ | ^ | ^ ^ | Date Exercisable: 01/01/2008 ⁽⁴⁾ Expiration Date: 01/01/2017 | NBT Bancorp |

(right to buy)

Inc.
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------------|
| | Director | 10% Owner | Officer | Other |
| LEVY JEFFREY M 52 SOUTH BROAD STREET NORWICH, NY 13815 | Â | Â | Â | EVP/ Pres Commercial Banking Â |

Signatures

By: F. Sheldon Prentice, Power of Attorney For: Jeffrey M. Levy

02/17/2015

__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 Dividend Reinvestment Plan at a broker during period of January 1, 2014 to December 31, 2014.
- (2) Shares were purchased from 1/1/2014 through 12/31/2014 through NBT Bancorp Inc. 401k Plan.
- (3) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- (4) 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 provided 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.