

KAPLAN SAUL
Form 4
January 21, 2005

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

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 *
KAPLAN SAUL

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)
101 RHONDA DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2005

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

SCRANTON, PA 18505

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/01/2004 | | G | | 940,648 | D | \$ 23,050 ⁽²⁾ |
| Common Stock | | | | | | I | 84,000 ⁽³⁾ |
| Common Stock | 10/01/2004 | | G | | 805,648 | I | \$ 0 805,648 |
| | 10/01/2004 | | G | | 135,000 | I | \$ 0 135,000 |

By
S.B.D.S.B.
Ltd.
Partnershiop

By Saul
Kaplan Rev.
Trust dated
8/25/04

Common
Stock

By
Bernardine
Kaplan Rev.
Trust dated
8/25/04

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option | \$ 24.84 | 01/19/2005 | | A | 3,604 | 01/19/2005 | 01/19/2015 | Common Stock | 3,604 |
| Phantom Stock (Stock Balance Plan) | \$ 0 | 01/19/2005 | | A | 251.55 | (4) | (4) | Common Stock | 251.55 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAPLAN SAUL 101 RHONDA DRIVE SCRANTON, PA 18505 | | | X | |

Signatures

Donna J. Drengel, as attorney-in-fact, pursuant to a power of attorney

01/21/2005

__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) Gift of 805,648 shares to the Saul Kaplan Revocable Trust, dated August 25, 2004, and 135,000 shares to the Bernardine Kaplan Revocable Trust, dated August 25, 2004.
- (2) On April 12, 2004, the common stock of Community Bank System, Inc. split 2-for-1, resulting in the reporting person's acquisition of 481,849 additional shares of common stock.
- (3) On April 12, 2004, the common stock of Community Bank System, Inc. split 2-for-1, resulting in S.B.D.S.B. Ltd. Partnership's acquisition of 42,000 additional shares of common stock.
- (4) Phantom Stock (Stock Balance Plan) may be exercised upon the later of the reporting person's attainment of age 55 or termination of service on Community Bank System, Inc.'s Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space 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.