

NBT BANCORP INC
 Form 4
 November 13, 2008

FORM 4

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

OMB APPROVAL

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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)
 11/12/2008

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 Indirect Beneficial Ownership (Instr. 4)
NBT Bancorp Inc. Common Stock	11/12/2008		S	2,731	D		
							\$ 25.0458 (1)
NBT Bancorp Inc. Common Stock							13,075.4379
NBT Bancorp Inc. Common Stock							1,565.6567
							I 401k
							I NBT Bancorp

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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)	\$ 17.538					01/01/2004 ⁽²⁾	01/01/2013	NBT Bancorp Inc. Common Stock	18,400
Non-Qualified Stock Option (right to buy)	\$ 20.3617					01/15/2009 ⁽²⁾	01/15/2018	NBT Bancorp Inc. Common Stock	17,000
Non-Qualified Stock Option (right to buy)	\$ 22.1715					01/01/2005 ⁽²⁾	01/01/2014	NBT Bancorp Inc. Common Stock	15,800
Non-Qualified Stock Option (right to buy)	\$ 22.352					01/01/2007 ⁽²⁾	01/01/2016	NBT Bancorp Inc. Common Stock	20,000
Non-Qualified Stock Option	\$ 23.1133					01/26/2007 ⁽³⁾	01/26/2015	NBT Bancorp	1,540

(right to buy)

Non-Qualified
 Stock Option \$ 23.2708
 (right to buy)

01/20/2006⁽²⁾ 01/20/2015

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

01/01/2008⁽²⁾ 01/01/2017

Inc.
 Common
 Stock

NBT
 Bancorp
 Inc. 16,2
 Common
 Stock

NBT
 Bancorp
 Inc. 19,0
 Common
 Stock

Reporting Owners

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

Signatures

By: Michael J. Chewens, Power of Attorney For: David E. 11/13/2008
 Raven

 **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).
 The sale price is an average of 200 shares sold at \$ 25.19, 100 shares sold at \$ 25.18, 100 shares sold at \$ 25.15, 200 shares sold at \$ 25.12, 100 shares sold at \$ 25.10, 100 shares sold at 25.09, 100 shares sold at \$ 25.08, 100 shares sold at \$ 25.03, and 1,731 shares at \$ 25.00.
 - (2) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
 - (3) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.
- 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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