

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-4
ON
FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

NBT BANCORP INC.

(Exact name of registrant as specified in its charter)

Delaware

16-1268674

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

52 South Broad Street, Norwich, New York 13815
(Address of Principal Executive Offices) (Zip Code)

DARYL R. FORSYTHE
President and Chief Executive Officer
NBT BANCORP INC.

52 South Broad Street, Norwich, New York 13815 (607) 337-2265

(Name, address and telephone number of agent for service)

Copy to:
BRIAN D. ALPRIN, ESQ.
LAURENCE S. LESE, ESQ.
DUANE, MORRIS & HECKSCHER LLP
1667 K Street, N.W., Suite 700
Washington, D.C. 20006
(202) 776-7800

An Index to Exhibits is included on page 8 of this Form S-8.

The purpose of this post-effective amendment is to deregister a total of 61,428 shares of NBT common stock that were not issued upon completion of NBT's merger with CNB Financial Corp. on November 8, 2001 and that are not reserved for future issuance under the CNB Financial Corp. Incentive Stock Option Plan, as assumed by NBT Bancorp Inc.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Norwich, New York on this 30th day of November 2001.

NBT Bancorp Inc.

/s/ Daryl R. Forsythe

By: Daryl R. Forsythe
Chairman of the Board of Directors,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	CAPACITY	DATE
/s/ Daryl R. Forsythe ----- Daryl R. Forsythe	Chairman of the Board of Directors, President, and Chief Executive Officer (Principal Executive Officer)	November 30, 2001
* /s/ Michael J. Chewens ----- Michael J. Chewens	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	November 30, 2001
* /s/ J. Peter Chaplin ----- J. Peter Chaplin	Director	November 30, 2001
*./s/ Richard Chojnowski ----- Richard Chojnowski	Director	November 30, 2001
* /s/ Gene E. Goldenziel ----- Gene E. Goldenziel	Director	November 30, 2001
* /s/ Peter B. Gregory ----- Peter B. Gregory	Director	November 30, 2001
* /s/ William C. Gumble ----- William C. Gumble	Director	November 30, 2001
* /s/ Bruce D. Howe ----- Bruce D. Howe	Director	November 30, 2001

* /s/ Andrew S. Kowalczyk, Jr. Director November 30, 2001

Andrew S. Kowalczyk, Jr.

* /s/ John C. Mitchell Director November 30, 2001

John C. Mitchell

* /s/ Joseph G. Nasser Director November 30, 2001

Joseph G. Nasser

* /s/ William C. Owens Director November 30, 2001

William L. Owens

* /s/ Paul O. Stillman Director November 30, 2001

Paul O. Stillman

*By: /s/ Daryl R. Forsythe

Daryl R. Forsythe, Attorney-in-Fact,
Pursuant to Power of Attorney