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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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| | ess of Reporting Per | son* | | uer Name and Tick T BANCORF | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--|-----------------------|----------|--|---|-----------------------------------|--|---|--|---|--|--|--|--|
| FORSYTHE | <u>DARYL R</u> | | | | |] | X | Director | 10% C | Owner | | | |
| (Last) 52 SOUTH BR | (First) OAD STREET | (Middle) | | te of Earliest Trans 0/2005 | action (Month | /Day/Year) | x | Officer (give title below) CEO NB | Other below) T Bancorp | (specify | | | |
| (Street) | | | 4. If A | mendment, Date o | f Original File | d (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| NORWICH | NY | 13815 | | | | | X | Form filed by One | e Reporting Perso | on | | | |
| (City) | (State) | (Zip) | | | | | | Form filed by Mor Person | e than One Repo | orting | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | |
| Date | | | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial | | | |

| | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | | | | | Securities Beneficially Owned Following | Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------|--------------------------|---|-----------------------------------|---|--------|---------------|-----------|--|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (instr. 4) |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | М | | 9,540 | A | \$20.441 | 118,215.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | S | | 9,540 | D | \$24.0001 | 108,675.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | М | | 8,920 | A | \$16.0625 | 117,595.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | S | | 8,920 | D | \$24.0001 | 108,675.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | М | | 13,833 | A | \$20.5952 | 122,508.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | S | | 13,833 | D | \$24.0013 | 108,675.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | М | | 8,160 | A | \$14.3492 | 116,835.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | S | | 8,160 | D | \$24.0002 | 108,675.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | М | | 256 | A | \$17.538 | 108,931.691 | D | |
| NBT Bancorp Inc. Common Stock | 06/30/2005 | | S | | 256 | D | \$24.0002 | 108,675.691 | D | |
| NBT Bancorp Inc. Common Stock | 07/01/2005 | | М | | 5,516 | A | \$18.1632 | 114,191.691 | D | |
| NBT Bancorp Inc. Common Stock | 07/01/2005 | | М | | 3,045 | A | \$20.5952 | 117,236.691 | D | |
| NBT Bancorp Inc. Common Stock | 07/01/2005 | | М | | 1,980 | A | \$16.0625 | 119,216.691 | D | |
| NBT Bancorp Inc. Common Stock | 07/01/2005 | | М | | 2,300 | A | \$14.3492 | 121,516.691 | D | |
| NBT Bancorp Inc. Common Stock | | | | | | | | 8,585.849 | I | 401k |
| NBT Bancorp Inc. Common Stock | | | | | | | | 2,758.846 | I | NBT Bancorp ESOP |
| NBT Bancorp Inc. Common Stock | | | | | | | | 1,511 | I | by Spouse |

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) | | Transaction Derivative Code (Instr. Securities | | 6. Date Exercia Expiration Dat (Month/Day/Ye | te | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------|---|-----|--|---------------------------|---|---|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Non- Qualified Stock Option (right to buy) | \$14.3492 | 06/30/2005 | | М | | | 8,160 | 01/28/2003 ⁽¹⁾ | 01/28/2012 | NBT Bancorp Inc. Common Stock | 8,160 | \$0 | 12,760 | D | |

| | 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) | rative Conversion Date Execution Date rity or Exercise (Month/Day/Year) if any | | Execution Date, | Code (Instr. | | 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 Amoun of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Non- Qualified Stock Option (right to buy) | \$14.3492 | 07/01/2005 | | м | | | 2,300 | 01/28/2003 ⁽¹⁾ | 01/28/2012 | NBT Bancorp Inc. Common Stock | 2,300 | \$0 | 10,460 | D | |
| Non- Qualified Stock Option (right to buy) | \$16.0625 | 06/30/2005 | | М | | | 8,920 | 01/22/2002 ⁽¹⁾ | 01/22/2011 | NBT Bancorp Inc. Common Stock | 8,920 | \$0 | 1,980 | D | |
| Non- Qualified Stock Option (right to buy) | \$16.0625 | 07/01/2005 | | М | | | 1,980 | 01/22/2002 ⁽¹⁾ | 01/22/2011 | NBT Bancorp Inc. Common Stock | 1,980 | \$0 | 0 | D | |
| Non- Qualified Stock Option (right to buy) | \$17.538 | 06/30/2005 | | М | | | 256 | 01/01/2004 ⁽¹⁾ | 01/01/2013 | NBT Bancorp Inc. Common Stock | 256 | \$0 | 21,569 | D | |
| Non- Qualified Stock Option (right to buy) | \$18.1632 | 07/01/2005 | | М | | | 5,516 | 01/27/1999 ⁽¹⁾ | 01/27/2008 | NBT Bancorp Inc. Common Stock | 5,516 | \$0 | 0.99 | D | |
| Non- Qualified Stock Option (right to buy) | \$20.441 | 06/30/2005 | | М | | | 9,540 | 04/28/2001 ⁽²⁾ | 04/28/2009 | NBT Bancorp Inc. Common Stock | 9,540 | \$0 | 960 | D | |
| Non- Qualified Stock Option (right to buy) | \$20.5952 | 06/30/2005 | | М | | | 13,833 | 01/26/2000 ⁽¹⁾ | 01/26/2009 | NBT Bancorp Inc. Common Stock | 13,833 | \$0 | 3,045 | D | |
| Non- Qualified Stock Option (right to buy) | \$20.5952 | 07/01/2005 | | М | | | 3,045 | 01/26/2000 ⁽¹⁾ | 01/26/2009 | NBT Bancorp Inc. Common Stock | 3,045 | \$0 | 0 | D | |
| Non- Qualified Stock Option (right to buy) | \$23.7553 | 07/01/2005 | | A | | 5,516 | | 07/01/2007 ⁽²⁾ | 07/01/2015 | NBT Bancorp Inc. Common Stock | 5,516 | \$0 | 5,516 | D | |
| Non- Qualified Stock Option (right to buy) | \$23.7553 | 07/01/2005 | | A | | 3,045 | | 07/01/2007 ⁽²⁾ | 07/01/2015 | NBT Bancorp Inc. Common Stock | 3,045 | \$0 | 8,561 | D | |
| Non- Qualified Stock Option (right to buy) | \$23.7553 | 07/01/2005 | | A | | 1,980 | | 07/01/2007 ⁽²⁾ | 07/01/2015 | NBT Bancorp Inc. Common Stock | 1,980 | \$0 | 10,541 | D | |
| Non- Qualified Stock Option (right to buy) | \$23.7553 | 07/01/2005 | | A | | 2,300 | | 07/01/2007 ⁽²⁾ | 07/01/2015 | NBT Bancorp Inc. Common Stock | 2,300 | \$0 | 12,841 | D | |
| Non- Qualified Stock Option (right to buy) | \$19.7917 | | | | | | | 08/11/2005 ⁽²⁾ | 08/11/2013 | NBT Bancorp Inc. Common Stock | 5,200 | | 5,200 | D | |
| Non- Qualified Stock Option (right to buy) | \$19.7925 | | | | | | | 08/14/2005 ⁽²⁾ | 08/14/2013 | NBT Bancorp Inc. Common Stock | 6,050 | | 6,050 | D | |

| | 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) | Code (Instr. | | 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) | | d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| Non- Qualified Stock Option (right to buy) | \$19.8125 | | | | | | | 08/12/2005 ⁽²⁾ | 08/12/2013 | NBT Bancorp Inc. Common Stock | 11,700 | | 11,700 | D | |
| Non- Qualified Stock Option (right to buy) | \$20.0558 | | | | | | | 08/05/2005 ⁽²⁾ | 08/05/2013 | NBT Bancorp Inc. Common Stock | 4,000 | | 4,000 | D | |
| Non- Qualified Stock Option (right to buy) | \$22.1715 | | | | | | | 01/01/2005 ⁽¹⁾ | 01/01/2014 | NBT Bancorp Inc. Common Stock | 30,444 | | 30,444 | D | |
| Non- Qualified Stock Option (right to buy) | \$22.3517 | | | | | | | 09/01/2006 ⁽²⁾ | 09/01/2014 | NBT Bancorp Inc. Common Stock | 9,700 | | 9,700 | D | |
| Non- Qualified Stock Option (right to buy) | \$22.4075 | | | | | | | 09/08/2006 ⁽²⁾ | 09/08/2014 | NBT Bancorp Inc. Common Stock | 15,365 | | 15,365 | D | |
| Non- Qualified Stock Option (right to buy) | \$23.2708 | | | | | | | 01/20/2006 ⁽¹⁾ | 01/20/2015 | NBT Bancorp Inc. Common Stock | 31,907 | | 31,907 | D | |

Explanation of Responses:

1. Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.

2. Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.

By: Michael J. Chewens, Power

of Attorney For: Daryl R.

<u>Forsythe</u>

07/05/2005

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.