SEC Form 5

FORM 5

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.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |
|--|
| or Section 30(h) of the Investment Company Act of 1940 |

| - | | | | | | | | |
|-------------|-----------------------|------------------|--|--|---------------------------------------|----------------|--|--|
| | ess of Reporting Pers | son [*] | 2. Issuer Name and Ticker or Trading Symbol <u>NBT BANCORP INC</u> [NBTB] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | |
| | | | | | Officer (give title | Other (specify | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | X | below) | below) | | |
| . , | | (| 12/31/2004 | Senior EVP & CFO | | | | |
| 52 SOUTH BR | OAD STREET | | | | | | | |
| P | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applic | | | | |
| (Street) | | | 4. If Amenument, Date of Original Filed (Month/Day/Tear) | Line) | | | | |
| NORWICH | NY | 13815 | | | Form filed by One Reporting Person | | | |
| | | | | | Form filed by More than One Reporting | | | |
| (City) | (State) | (Zip) | | | 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. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at end of | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|-----------------------------------|--|---------------|---------------------------|---|---|---|
| | | (Monthibay) (ear) | 8) | Amount | (A) or (D) | Price | Issuer's Fiscal Year (Instr. 3 and 4) | (D) of Indirect (I) (Instr. 4) | (Instr. 4) |
| NBT Bancorp Inc. Common Stock | 12/31/2004 | | J | 489.722 | A | \$0 ⁽¹⁾ | 4,258.952 | Ι | 401k |
| NBT Bancorp Inc. Common Stock | 12/31/2004 | | J | 123.816 | A | \$0 ⁽²⁾ | 2,325.249 | I | NBT Bancorp ESOP |
| NBT Bancorp Inc. Common Stock | | | | | | | 565.773 | 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) | 4. Transaction Code (Instr. 8) | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instriand 5 | rities lired r osed) 7. 3, 4 | Expiration Date (Month/Day/Year) | | e Amount of | | Derivative Security (Instr. 5) Beneficially Owned Following Reported | 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) |
|---|---|--|---|---|---|--|-------------------------------------|--------------------|---|--|--|--|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (right to buy) | \$14.3492 | | | | | | 01/28/2003 ⁽³⁾ | 01/28/2012 | NBT Bancorp Inc. Common Stock | 29,900 | | 29,900 | D | |
| Non- Qualified Stock Option (right to buy) | \$16.0625 | | | | | | 01/22/2002 ⁽³⁾ | 01/22/2011 | NBT Bancorp Inc. Common Stock | 25,600 | | 25,600 | D | |
| Non- Qualified Stock Option (right to buy) | \$17.538 | | | | | | 01/01/2004 ⁽³⁾ | 01/01/2013 | NBT Bancorp Inc. Common Stock | 19,875 | | 19,875 | D | |
| Non- Qualified Stock Option (right to buy) | \$18.1632 | | | | | | 01/27/1999 ⁽³⁾ | 01/27/2008 | NBT Bancorp Inc. Common Stock | 9,261 | | 9,261 | D | |
| Non- Qualified Stock Option (right to buy) | \$20.5952 | | | | | | 01/26/2000 ⁽³⁾ | 01/26/2009 | NBT Bancorp Inc. Common Stock | 9,660 | | 9,660 | 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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | ount of Derivative curities Security derlying (Instr. 5) rivative Security | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (right to buy) | \$22.1715 | | | | | | 01/01/2005 ⁽³⁾ | 01/01/2014 | NBT Bancorp Inc. Common Stock | 17,015 | | 17,015 | D | |

Explanation of Responses:

1. Shares were purchased from 1/1/2004 through 12/31/2004 through NBT Bancorp Inc. 401k Plan.

2. Shares were purchased from 1/1/2004 through 12/31/2004 through NBT Bancorp Inc. ESOP Plan.

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

Michael J Chewens

02/07/2005

** 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.