

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>MURPHY MICHAEL M</b><br><br>(Last) (First) (Middle)<br><b>52 SOUTH BROAD STREET</b><br><br>(Street)<br><b>NORWICH NY 13815</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>NBT BANCORP INC [ NBTB ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/13/2009</b>          |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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   |   |  |   |
| NBT Bancorp Inc. Common Stock   | 11/13/2009                           |  | P                              |   | 12,000  | A          | \$20.65 | 25,599  | D  |   |
| NBT Bancorp Inc. Common Stock   |                                      |  |                                |   |   |            |         | 2,950   | 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) | 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 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) (Instr. 4) | 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 |   |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$18.3408  |                                      |  |                                |   |  |     | 08/08/2009 <sup>(1)</sup>                                | 08/08/2017      | NBT Bancorp Inc. Common Stock   |  | 100  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$20.7492  |                                      |  |                                |   |  |     | 05/01/2006 <sup>(2)</sup>                                | 05/01/2015      | NBT Bancorp Inc. Common Stock   |  | 300  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$21.74  |                                      |  |                                |   |  |     | 05/01/2007 <sup>(2)</sup>                                | 05/01/2016      | NBT Bancorp Inc. Common Stock   |  | 1,500  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$22.1542  |                                      |  |                                |   |  |     | 02/02/2006 <sup>(1)</sup>                                | 02/02/2014      | NBT Bancorp Inc. Common Stock   |  | 1,000  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$22.4842  |                                      |  |                                |   |  |     | 05/01/2008 <sup>(2)</sup>                                | 05/01/2017      | NBT Bancorp Inc. Common Stock   |  | 1,500  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$22.5508  |                                      |  |                                |   |  |     | 05/01/2009 <sup>(2)</sup>                                | 05/01/2018      | NBT Bancorp Inc. Common Stock   |  | 1,500  | 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) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 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) (Instr. 4) | 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 |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$23.05  |                                      |  |                                |   |  |     | 01/28/2007 <sup>(1)</sup>                                | 01/28/2015      | NBT Bancorp Inc. Common Stock   | 100                        |  | 100  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$23.1133  |                                      |  |                                |   |  |     | 01/26/2007 <sup>(1)</sup>                                | 01/26/2015      | NBT Bancorp Inc. Common Stock   | 400                        |  | 400  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$23.2708  |                                      |  |                                |   |  |     | 01/20/2006 <sup>(2)</sup>                                | 01/20/2015      | NBT Bancorp Inc. Common Stock   | 630                        |  | 630  | D   |  |

**Explanation of Responses:**

- Pursuant to NBT Non-Employee Director, Divisional Director and Subsidiary Director Stock Option Plan reload grant vests 100% two years after date of its grant.
- Pursuant to NBT Non-Employee Director, Divisional Director and Subsidiary Director Stock Option Plan grant vests 40% for first year, 20% annually for following years.

By: Michael J. Chewens,  
Power of Attorney For:                      11/17/2009  
Michael M. Murphy

\*\* 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.**