

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Wadsworth Robert A</u> (Last) (First) (Middle) <u>52 SOUTH BROAD STREET</u> (Street) <u>NORWICH NY 13815</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NBT BANCORP INC [NBTB]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2010</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| NBT Bancorp Inc. Common Stock | 12/31/2010 | | J | 96.685 | A | \$0 ⁽¹⁾ | 5,834.281 | D | |
| NBT Bancorp Inc. Common Stock | | | | | | | 164,041 | I | by Corporation |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Non-Qualified Stock Option (right to buy) | \$21.74 | | | | | | 05/01/2007 ⁽²⁾ | 05/01/2016 | NBT Bancorp Inc. Common Stock | | 500 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.4092 | | | | | | 01/01/2007 ⁽²⁾ | 01/01/2016 | NBT Bancorp Inc. Common Stock | | 210 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.4842 | | | | | | 05/01/2008 ⁽²⁾ | 05/01/2017 | NBT Bancorp Inc. Common Stock | | 1,375 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.5508 | | | | | | 05/01/2009 ⁽²⁾ | 05/01/2018 | NBT Bancorp Inc. Common Stock | | 1,625 | D | |
| Non-Qualified Stock Option (right to buy) | \$24.08 | | | | | | 11/10/2007 ⁽²⁾ | 11/10/2016 | NBT Bancorp Inc. Common Stock | | 500 | D | |

Explanation of Responses:

1. Shares acquired under NBT Bancorp Dividend Reinvestment Plan during period of January 1, 2010 to December 31, 2010 at prices ranging from \$21.4584 to \$24.25 per share.
2. 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: F. Sheldon Prentice, Power of Attorney For: Robert Wadsworth 02/11/2011

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.