

**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><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>05/01/2010</b>          |  |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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   | 05/01/2010                           |  | A                              |   | 818   | A          | \$0 <sup>(1)</sup> | 26,417  | 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>(2)</sup>                                | 08/08/2017      | NBT Bancorp Inc. Common Stock   |  | 100  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$20.7492  |                                      |  |                                |   |  |     | 05/01/2006 <sup>(3)</sup>                                | 05/01/2015      | NBT Bancorp Inc. Common Stock   |  | 300  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$21.74  |                                      |  |                                |   |  |     | 05/01/2007 <sup>(3)</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>(2)</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>(3)</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>(3)</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>(2)</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>(2)</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>(3)</sup>                                | 01/20/2015      | NBT Bancorp Inc. Common Stock   | 630                        |  | 630  | D   |  |

**Explanation of Responses:**

1. Acquired pursuant to the NBT Bancorp Inc. 2008 Omnibus Incentive Plan. Each outside director is entitled to receive an annual retainer for Board service in the form of restricted shares of the Company's common stock that vests in three annual installments.
2. 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.
3. 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:

05/05/2010

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.

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