

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DIETRICH MARTIN A</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President NBT Bancorp</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2005</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>52 SOUTH BROAD STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORWICH NY 13815</u>								
(City) (State) (Zip)								

**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	01/24/2005		A		5,250	A	\$0 <sup>(1)</sup>	26,776.529	D	
NBT Bancorp Inc. Common Stock								12,461.783	I	401k
NBT Bancorp Inc. Common Stock								237.603	I	Custodian for Minor
NBT Bancorp Inc. Common Stock								7,673.143	I	NBT Bancorp ESOP
NBT Bancorp Inc. Common Stock								7,000	I	by Mother
NBT Bancorp Inc. Common Stock								848	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)	\$23.2708	01/24/2005		A		22,423		01/20/2006 <sup>(2)</sup>	01/20/2015	NBT Bancorp Inc. Common Stock	\$0	22,423	D	
Non-Qualified Stock Option (right to buy)	\$14.3492							01/28/2003 <sup>(2)</sup>	01/28/2012	NBT Bancorp Inc. Common Stock		36,200	D	
Non-Qualified Stock Option (right to buy)	\$16.0625							01/22/2002 <sup>(2)</sup>	01/22/2011	NBT Bancorp Inc. Common Stock		38,900	D	
Non-Qualified Stock Option (right to buy)	\$16.227							08/03/2003 <sup>(3)</sup>	08/03/2011	NBT Bancorp Inc. Common Stock		4,346	D	
Non-Qualified Stock Option (right to buy)	\$17.538							01/01/2004 <sup>(2)</sup>	01/01/2013	NBT Bancorp Inc. Common Stock		24,000	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)	\$18.1632							01/27/1999 <sup>(2)</sup>	01/27/2008	NBT Bancorp Inc. Common Stock	12,641.99		12,641.99	D	
Non-Qualified Stock Option (right to buy)	\$20.5952							01/26/2000 <sup>(2)</sup>	01/26/2009	NBT Bancorp Inc. Common Stock	15,540		15,540	D	
Non-Qualified Stock Option (right to buy)	\$22.1715							01/01/2005 <sup>(2)</sup>	01/01/2014	NBT Bancorp Inc. Common Stock	21,311		21,311	D	
Non-Qualified Stock Option (right to buy)	\$22.205							02/11/2006 <sup>(3)</sup>	02/11/2014	NBT Bancorp Inc. Common Stock	3,840		3,840	D	

**Explanation of Responses:**

- Acquired pursuant to the formula provisions of the NBT Bancorp Inc. Performance Share Plan pursuant to which each member of a select group of Management is entitled to receive an award based on Company performance goals in the form of restricted shares of the Company's common stock that vests three years following the end of a performance period.
- Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- 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: Martin A Dietrich      01/26/2005

\*\* 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.**