

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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

|   |                |           |  |        |  |  |  |  |
|---|----------------|-----------|--|--------|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Scarlett Catherine</u> |                |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>NBT BANCORP INC [ NBTB ]</u> |        |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, Chief HR &amp; Ethics Officer</u> |  |  |
| (Last)  | (First)        | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/15/2019</u>          |        |  | 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  |  |  |
| <u>52 SOUTH BROAD STREET</u>  |                |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |        |  |  |  |  |
| (Street)  | <u>NORWICH</u> | <u>NY</u> | <u>13815</u>   | (City) |  |  |  |  |

**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          |   |  |   |
| <u>NBT Bancorp Inc. Common Stock</u> | <u>01/15/2019</u>                    |  | <u>F</u>                       |   | <u>176</u>  | <u>D</u>   | <u>\$36.02</u> | <u>54,736</u>   | <u>D</u>   |   |
| <u>NBT Bancorp Inc. Common Stock</u> | <u>01/15/2019</u>                    |  | <u>F</u>                       |   | <u>347</u>  | <u>D</u>   | <u>\$36.02</u> | <u>54,389</u>   | <u>D</u>   |   |
| <u>NBT Bancorp Inc. Common Stock</u> | <u>01/15/2019</u>                    |  | <u>F</u>                       |   | <u>112</u>  | <u>D</u>   | <u>\$36.02</u> | <u>54,277</u>   | <u>D</u>   |   |
| <u>NBT Bancorp Inc. Common Stock</u> | <u>01/15/2019</u>                    |  | <u>F</u>                       |   | <u>134</u>  | <u>D</u>   | <u>\$36.02</u> | <u>54,143</u>   | <u>D</u>   |   |
| <u>NBT Bancorp Inc. Common Stock</u> | <u>01/15/2019</u>                    |  | <u>F</u>                       |   | <u>184</u>  | <u>D</u>   | <u>\$36.02</u> | <u>53,959</u>   | <u>D</u>   |   |

**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)        |   |  |  |   |  |
| <u>Phantom Stock</u>                       | <u>(1)</u>   |                                      |  |                                |   |  | <u>(1)</u>   | <u>(1)</u> | <u>NBT Bancorp Inc. Common Stock</u>  | <u>7,343.964</u>                           | <u>7,343.964</u>   | <u>D</u>  |  |

**Explanation of Responses:**

1. Each share of phantom stock is deemed invested in one share of NBT Bancorp Inc. common stock pursuant to the terms of the Deferred Compensation Plan.

By: Michael J. Chewens, Power of Attorney For: Catherine M. Scarlett 01/17/2019

\*\* 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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