SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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

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1. Name and Address of Reporting Person*       2. Date of Event Requiring Statem (Month/Day/Year)         Stagliano Joseph R       05/23/2017				3. Issuer Name and Ticker or Trading Symbol <u>NBT BANCORP INC</u> [ NBTB ]								
(Last)	(First) ROAD STREE	(Middle) T			tionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner	5. If Amendment, Date of Original Filed (Month/Day/Year)					
				X	Officer (give title below)	Other (specify below)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)					EVP Ops and Retail	l Banking	X Form filed by One Reporting Person					
NORWICH		13815					Form filed by More than One Reporting Person					
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					nt of Securities ally Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)					
NBT Bancorp Inc. Common Stock					5,261.498	Ι	401k					
NBT Bancorp Inc. Common Stock					49,670	D						
NBT Bancorp Inc. Common Stock					1,547.671	I	NBT Bancorp ESOP					

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	01/15/2011 <sup>(1)</sup>	01/15/2020	NBT Bancorp Inc. Common Stock	5,500	20.19	D	
Phantom Stock	(2)	(2)	NBT Bancorp Inc. Common Stock	8,294,035	(2)	D	

Explanation of Responses:

1. Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.

2. 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.

## **Remarks:**

Exhibit 24: Power of Attorney

/s/ F. Sheldon Prentice, Power of Attorney For: Joseph R. 06/02/2017 **Stagliano** 

Date

\*\* Signature of Reporting Person

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 5 (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.

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## **POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of F. Sheldon Prentice and Michael J. Chewens signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of NBT Bancorp Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, and in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a sign writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25<sup>th</sup> day of May, 2017.

<u>/s/ Joseph R. Stagliano</u> Joseph R. Stagliano