

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> (Last) (First) (Middle) 52 SOUTH BROAD STREET (Street) NORWICH NY 13815 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO NBT Bancorp
	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2015	
		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 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	01/15/2015		F		463	D	\$23.95	178,228.59	D	
NBT Bancorp Inc. Common Stock	01/15/2015		F		1,117	D	\$23.95	177,111.59	D	
NBT Bancorp Inc. Common Stock	01/15/2015		F		463	D	\$23.95	176,648.59	D	
NBT Bancorp Inc. Common Stock	01/15/2015		F		1,942	D	\$23.95	174,706.59	D	
NBT Bancorp Inc. Common Stock	01/16/2015		S		3,478	D	\$24.0252 ⁽¹⁾	171,228.59	D	
NBT Bancorp Inc. Common Stock								18,750.713	I	401k
NBT Bancorp Inc. Common Stock								755	I	Custodian for Minor
NBT Bancorp Inc. Common Stock								10,731.723	I	NBT Bancorp ESOP

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)	\$20.19							01/15/2011 ⁽²⁾	01/15/2020	NBT Bancorp Inc. Common Stock		25,000	D	
Non-Qualified Stock Option (right to buy)	\$20.3617							01/15/2009 ⁽³⁾	01/15/2018	NBT Bancorp Inc. Common Stock		25,000	D	
Non-Qualified Stock Option (right to buy)	\$20.94							11/18/2013 ⁽⁴⁾	11/18/2021	NBT Bancorp Inc. Common Stock		30,000	D	
Non-Qualified Stock Option (right to buy)	\$22.352							01/01/2007 ⁽³⁾	01/01/2016	NBT Bancorp Inc. Common Stock		30,000	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)	\$24.4458							08/01/2007 ⁽⁴⁾	08/01/2015	NBT Bancorp Inc. Common Stock	6,470		6,470	D	
Non-Qualified Stock Option (right to buy)	\$24.5692							12/27/2009 ⁽⁴⁾	12/27/2017	NBT Bancorp Inc. Common Stock	12,641		12,641	D	
Non-Qualified Stock Option (right to buy)	\$25.36							10/29/2016	10/29/2024	NBT Bancorp Inc. Common Stock	1,166		1,166	D	
Non-Qualified Stock Option (right to buy)	\$25.38							01/15/2010 ⁽²⁾	01/15/2019	NBT Bancorp Inc. Common Stock	25,000		25,000	D	
Non-Qualified Stock Option (right to buy)	\$25.762							01/01/2008 ⁽³⁾	01/01/2017	NBT Bancorp Inc. Common Stock	28,000		28,000	D	

Explanation of Responses:

- The sale price is an average 3,478 shares sold at prices between \$23.845 and \$24.21.
- Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- 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.

Remarks:

By: F. Sheldon Prentice, Power
of Attorney For: Martin A. Dietrich 01/20/2015

** 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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