

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

FORM S-8  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

NBT BANCORP INC.  
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(Exact name of registrant as specified in its charter)

Delaware  
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16-1268674  
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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

52 South Broad Street, Norwich, New York 13815  
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(Address of Principal Executive Offices) (Zip Code)

NBT BANCORP INC. 401(k) AND EMPLOYEE STOCK OWNERSHIP PLAN  
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(Full Title of the Plan)

Daryl R. Forsythe  
Chief Executive Officer, President  
and Chairman of the Board  
NBT Bancorp Inc.

52 South Broad Street, Norwich, New York 13815 (607) 337-2265  
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(Name, address and telephone number of agent for service)

Copy to:  
Brian D. Alprin, Esq.  
Laurence S. Lese, Esq.  
Duane Morris LLP  
1667 K Street, N.W., Suite 700  
Washington, D.C. 20006  
(202) 776-7800

Calculation of Registration Fee

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Plan Interests	(3)			
Common Stock, par value \$.01 per share	1,000,000 shares	\$17.60	\$17,600,000	\$1,619.20(4)

(1) Plus such additional number of shares as may be required pursuant to the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan in the event of a stock dividend or split, recapitalization, reclassification, merger, consolidation, combination, or exchange of shares, or other similar corporate change.

(2) Estimated solely for the purpose of calculating the registration fee and based, pursuant to Rule 457(h)(1), upon the average of the highest and lowest quoted selling prices of the Registrant's common stock reported on the Nasdaq National Market on August 6, 2002, a date within five days of the date on which this registration statement was filed.

(3) Pursuant to Instruction F of the General Instructions of Form S-8 and

Rule 416(c), this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan.

- (4) Pursuant to Rule 457(p) under the Securities Act of 1933, the registration fee that would otherwise be payable under Rule 457 with regard to the subject Registration Statement is hereby offset against a portion of the Registrant's \$52,137.22 registration fee that it paid to the SEC on August 1, 2000 when it filed its Registration Statement on Form S-4, File No. 333-42714, which Registration Statement the Registrant subsequently withdrew by SEC Form RW on October 6, 2000. The balance of that fee was offset by the \$36,038 filing fee with respect to the Registrant's Form S-4 registration statement, File No. 333-66472, filed on August 1, 2001; by the \$8,269 filing fee with respect to the Registrant's Form S-8 registration statement, File No. 333-71830, filed on October 18, 2001; by the \$67 filing fee with respect to the Form S-8 registration statement, File No. 333-72772, filed on November 5, 2001, and by the \$1,655 filing fee with respect to the Form S-8 registration statement, File No. 333-73038, filed on November 9, 2001, leaving a "Rule 457(p) Account Balance" of \$6,108.22. By offsetting the registration fee otherwise due by the Registrant's filing the subject Registration Statement, the Registrant has a "Rule 457(p) Account Balance" of \$4,489.02

An Index to Exhibits is included on page 7 of this Form S-8.

PART I - INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Pursuant to the instructions for Form S-8, the document containing the information specified in Items 1 and 2 of Part I of the Form S-8 is not being filed with the Commission as part of this Registration Statement, but will be sent or given to employees as specified by Rule 428(b)(1).

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3 - Incorporation of Certain Documents by Reference  
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The following documents and portions of documents filed by NBT Bancorp Inc. ("Bancorp"), and those documents and portions of documents filed by or on behalf of the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan (the "Plan"), with the Commission are hereby incorporated into this Registration Statement by reference:

- (a) Bancorp's Annual Report on Form 10-K for the year ended December 31, 2001.
- (b) Bancorp's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002.
- (c) Bancorp's Form 8-A/A filed with the SEC on May 9, 2000.
- (d) Bancorp's Form 8-A/A filed with the SEC on February 24, 2000;
- (e) The description of Bancorp's common stock as set forth under the caption "DESCRIPTION OF NBT CAPITAL STOCK" presented in the prospectus portion of Bancorp's Form S-4 Registration Statement, SEC File No. 333-66472, filed with the SEC on August 1, 2001 and Bancorp's SEC Rule 424(b)(3) prospectus relative to the Form S-4 Registration Statement filed with the SEC on September 10, 2001.

Bancorp and the Plan additionally incorporate by reference herein all documents to be subsequently filed by Bancorp and the Plan, respectively, pursuant to Sections 13, 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all the securities offered have been sold or which deregisters all securities then remaining unsold, and deem such documents to be part hereof from the dates of filing such documents. Copies of these documents will not be filed with this registration statement. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that such statement is modified or superseded by a subsequently filed document which also is or is deemed to be incorporated by reference herein. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement except as so modified or superseded.

Item 4 - Description of Securities

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This Item is omitted because Bancorp's common stock is registered under Section 12 of the Exchange Act.

Item 5 - Interests of Named Experts and Counsel

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Members of Duane Morris LLP, counsel for Bancorp, own shares of Bancorp common stock. The fair market value of this stock ownership exceeds \$50,000 but represents less than .1% of Bancorp's outstanding shares. Under the regulations of the Commission, Duane Morris LLP may be deemed to have a substantial interest in Bancorp.

Item 6 - Indemnification of Directors and Officers

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Bancorp's Bylaws contain provisions providing that Bancorp shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of Bancorp, or is or was serving at the request of Bancorp as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, to the maximum extent authorized and in the manner prescribed by the Delaware General Corporation Law.

Bancorp's Certificate of Incorporation provides that a Director of Bancorp shall not be personally liable to Bancorp or its stockholders for monetary damages for breach of fiduciary duty as a director, with certain exceptions.

Item 7 - Exemption from Registration Claimed

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This Item is omitted because it is not applicable.

Item 8 - Exhibits

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The exhibits to this registration statement are listed in the Exhibit Index included elsewhere herein.

Pursuant to Instruction (b) under Item 8 of Form S-8, the Registrant hereby undertakes that it will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

Item 9 - Undertakings

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RULE 415 OFFERING

The undersigned hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraph (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

#### FILINGS INCORPORATING SUBSEQUENT EXCHANGE ACT DOCUMENTS BY REFERENCE

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

#### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will,

unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwich, State of New York, on the 22nd day of July 2002.

NBT BANCORP INC.

By: /s/ Daryl R. Forsythe  
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Daryl R. Forsythe  
Chief Executive Officer, President and  
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated.

Signature - - - - -	Title -----	Date -----
/s/ Daryl R. Forsythe ----- Daryl R. Forsythe	Chief Executive Officer, President and Chairman of the Board of Directors (Principal Executive Officer)	July 22, 2002
/s/ Michael J. Chewens ----- Michael J. Chewens	Senior Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 22, 2002
/s/ Richard Chojnowski ----- Richard Chojnowski	Director	July 22, 2002
/s/ Gene E. Goldenziel ----- Gene E. Goldenziel	Director	July 22, 2002
/s/ Peter B. Gregory ----- Peter B. Gregory	Director	July 22, 2002
/s/ William C. Gumble ----- William C. Gumble	Director	July 22, 2002
/s/ Paul D. Horger ----- Paul D. Horger	Director	July 22, 2002
/s/ Michael H. Hutcherson ----- Michael H. Hutcherson	Director	July 22, 2002
/s/ Janet H. Ingraham ----- Janet H. Ingraham	Director	July 22, 2002

/s/ Andrew S. Kowalczyk, Jr. ----- Andrew S. Kowalczyk, Jr.	Director	July 22, 2002
/s/ John C. Mitchell ----- John C. Mitchell	Director	July 22, 2002
/s/ Michael M. Murphy ----- Michael M. Murphy	Director	July 22, 2002
/s/ Joseph G. Nasser ----- Joseph G. Nasser	Director	July 22, 2002
/s/ William L. Owens ----- William L. Owens	Director	July 22, 2002
/s/ Van Ness D. Robinson ----- Van Ness D. Robinson	Director	July 22, 2002
/s/ Joseph A. Santangelo ----- Joseph A. Santangelo	Director	July 22, 2002
/s/ Paul O. Stillman ----- Paul O. Stillman	Director	July 22, 2002

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustee has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwich, State of New York, on July 22, 2002.

NBT Bancorp Inc 401(k) and Employee  
Stock Ownership Plan

By: NBT Bank, N.A.  
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Trustee of the Plan

By: Timothy J. Handy  
-----  
Senior Vice President and  
Senior Trust Officer



INDEX TO EXHIBITS

The following documents are attached as exhibits to this Form S-8 or, as indicated, are incorporated by reference as Exhibits to previous filings of the Registrant with the Commission.

Exhibit  
Number  
- - - - -

- 5.1 Opinion of Duane Morris LLP.
- 23.1 Consent of Duane Morris LLP  
(contained in their opinion filed as Exhibit 5.1).
- 23.2 Consent of KPMG LLP.
- 99.1 NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan  
(incorporated by reference to Exhibits 10.1, 10.2, 10.3, 10.4,  
10.5 and 10.6 to the Registrant's Form 10-K annual report for  
the year ended December 31, 2001).

OPINION AND CONSENT OF DUANE MORRIS LLP

[Duane Morris LLP Letterhead]

August 12, 2002

NBT Bancorp Inc.  
52 South Broad Street  
Norwich, New York 13815

Gentlemen:

We have acted as counsel to NBT Bancorp Inc. (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a registration statement on Form S-8 (the "Registration Statement") relative to the offer and sale by the Company of up to 1,000,000 shares (the "Shares") of common stock, par value \$.01 per share ("Common Stock"), pursuant to the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan, as amended (the "Plan").

As counsel to the Company, we have examined and relied upon originals or copies, authenticated or certified to our satisfaction, of all such corporate records of the Company, including the resolutions of the Company's board of directors and other records relating to the authorization, registration, sale, and issuance of the Shares, communications or certifications of public officials, certificates of officers, directors and representatives of the Company and such other documents as we have deemed relevant and necessary as the basis of the opinions expressed herein. In making such examination, we have assumed the genuineness of all signatures, the authenticity of all documents tendered to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based upon the foregoing, we are of the opinion that the Shares to be issued by the Company as described in the Registration Statement, when issued in accordance with the terms and conditions of the Plan, will be legally issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and any amendment thereto.

Sincerely,

/s/ DUANE MORRIS LLP

CONSENT OF INDEPENDENT AUDITORS

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The Board of Directors  
NBT Bancorp Inc.:

We consent to the incorporation by reference in the registration statement on Form S-8 of NBT Bancorp Inc. relating to the registration of shares for the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan, filed under the Securities Act of 1933 of our audit report dated January 28, 2002, relating to the consolidated balance sheets of NBT Bancorp Inc. and subsidiaries as of December 31, 2001 and 2000, and the related consolidated statements of income, changes in stockholders' equity, cash flows and comprehensive income for each of the years in the three-year period ended December 31, 2001 which report appears in the December 31, 2001 Annual Report on Form 10-K of NBT Bancorp Inc., incorporated by reference herein.

/s/ KPMG LLP

Albany, New York  
August 12, 2002