

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Form 3 Holdings Reported.

☐ Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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: 3235-0362  
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1. Name and Address of Reporting Person* <u>MITCHELL JOHN C</u>			2. Issuer Name <b>and</b> 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  Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2008</u>			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		
<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)	(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
NBT Bancorp Inc. Common Stock	12/31/2008		J	589.051	A	\$0 <sup>(1)</sup>	30,398	D	
NBT Bancorp Inc. Common Stock							164,041	I	by Corporation

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$14.3492						01/28/2003 <sup>(2)</sup>	01/28/2012	NBT Bancorp Inc. Common Stock	658		658	D	
Non-Qualified Stock Option (right to buy)	\$16.0625						01/22/2002 <sup>(2)</sup>	01/22/2011	NBT Bancorp Inc. Common Stock	350		350	D	
Non-Qualified Stock Option (right to buy)	\$17.6008						01/01/2004 <sup>(2)</sup>	01/01/2013	NBT Bancorp Inc. Common Stock	1,012		1,012	D	
Non-Qualified Stock Option (right to buy)	\$20.7492						05/01/2006 <sup>(2)</sup>	05/01/2015	NBT Bancorp Inc. Common Stock	1,750		1,750	D	
Non-Qualified Stock Option (right to buy)	\$21.74						05/01/2007 <sup>(2)</sup>	05/01/2016	NBT Bancorp Inc. Common Stock	1,625		1,625	D	
Non-Qualified Stock Option (right to buy)	\$22.1388						01/01/2005 <sup>(2)</sup>	01/01/2014	NBT Bancorp Inc. Common Stock	1,438		1,438	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$22.4842						05/01/2008 <sup>(2)</sup>	05/01/2017	NBT Bancorp Inc. Common Stock	1,800		1,800	D	
Non-Qualified Stock Option (right to buy)	\$22.5508						05/01/2009 <sup>(2)</sup>	05/01/2018	NBT Bancorp Inc. Common Stock	2,000		2,000	D	
Non-Qualified Stock Option (right to buy)	\$23.2708						01/20/2006 <sup>(2)</sup>	01/20/2015	NBT Bancorp Inc. Common Stock	700		700	D	
Non-Qualified Stock Option (right to buy)	\$23.8325						11/10/2006 <sup>(3)</sup>	11/10/2014	NBT Bancorp Inc. Common Stock	1,034		1,034	D	

**Explanation of Responses:**

- Shares acquired under NBT Bancorp Dividend Reinvestment Plan during period of January 1, 2008 to December 31, 2008 at prices ranging from \$21.1468 to \$26.8782 per share.
- Pursuant to NBT Non-Employee Director, Divisional Director and Subsidiary Director Stock Option Plan grant vests 40% for first year, 20% annually for following years.
- Pursuant to NBT Non-Employee Director, Divisional Director and Subsidiary Director Stock Option Plan reload grant vests 100% two years after date of its grant.

By: Michael J. Chewens,  
Power of Attorney For: John C. 01/26/2009  
Mitchell

\*\* 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.**