FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| STATEMENT | <b>OF CHANGES</b> | IN BENEFICIAL | <b>OWNERSHIP</b> |
|-----------|-------------------|---------------|------------------|

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

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*  CHEWENS MICHAEL J  |   |  |  |                           |                              | 2. Issuer Name and Ticker or Trading Symbol NBT BANCORP INC [ NBTB ] |   |  |                                  |                    |         |                            |   |                       | (Chec   | Relationship of Reporting Person(s) to Issue eck all applicable)  Director 10% Own  Officer (give title Other (sp. |  |               | wner  |   |
|--|---|--|--|---------------------------|------------------------------|--|---|--|----------------------------------|--------------------|---------|----------------------------|---|-----------------------|---|--|--|---------------|---|---|
| (Last) 52 SOUT   | (F<br>ΓΗ BROAL  | irst)<br>O STREET                          | (Middle)   |                           |                              | 3. Date of Earliest Transaction (Month/Day/Year) 04/02/2004          |   |  |                                  |                    |         |                            |   |                       | X   | Senior EVP & CFO   |  |               |   |   |
| (Street) NORWICH NY 13815                                    |   |  |  |                           | 4. 1                         | 4. If Amendment, Date of Original Filed (Month/Day/Year)             |   |  |                                  |                    |         |                            |   | 6. Indi<br>Line)<br>X | vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting |  |  |               | n   |   |
| (City) (State) (Zip)   |   |  |  |                           |                              |  |   |  |                                  |                    |         |                            |   |                       | Person  |  | c triair   | опе пере      | Tung  |   |
|  |   | Ta   | ble I - No                                       | n-Deri                    | vativ                        | e S  | ecur  | ities A  | cquire                           | d, Di              | sp      | osed of                    | , or Bei  | nefi                  | cially  | Owned  |  |               |   |   |
| 1. Title of \$   | Security (Ins   | tr. 3)                                     |  | 2. Tran<br>Date<br>(Month |                              |  | Execu   | eemed<br>ution Date<br>:h/Day/Ye                           | Code                             | sactio<br>e (Inst  | n       | 4. Securitie<br>Disposed C | Of (D) (Inst  | d (A)<br>r. 3, 4      | or<br>1 and 5)  | 5. Amour<br>Securitie<br>Beneficia<br>Owned F<br>Reported  | s<br>ally<br>ollowing<br>I   | Form<br>(D) o | vnership<br>n: Direct<br>r Indirect<br>nstr. 4)                         | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |  |                           |                              |  |   |  | Code                             | ∍ V                |         | Amount                     | (A) or<br>(D)   | ╄                     | rice  | Transact<br>(Instr. 3 a  | and 4)   |               |   |   |
| NBT Bancorp Inc. Common Stock                                |   | 04/02/2004                                 |  |                           |                              | M  | +   | -  | 18,800                           | A                  | \$14.88 |                            | 19,365.773  |                       | D   |  |  |               |   |   |
| NBT Bancorp Inc. Common Stock  NBT Bancorp Inc. Common Stock |   |  |  | 04/0                      | )2/200                       | J4<br>   |   |  | S                                | +                  | +       | 18,800                     | D   | <u> </u>              | \$23  | -  | .773<br>59.23  |               | D<br>I  | 401k  |
|  |   | Common Stock                               |  |                           |                              |  |   |  |                                  |                    | 1       |                            |   |                       |   |  | 1.433  |               | I   | NBT<br>Bancorp<br>ESOP  |
|  |   |  | Table II -                                       | (e.g.,                    | puts,                        | Sec<br>, cal   | lls, w  | arrant   | s, optio                         | ons,               | СС      | nvertib                    | le secu   | ritie                 | es)   |  |  | <u> </u>      |   |   |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)          | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deeme<br>Execution I<br>if any<br>(Month/Day | Date,                     | 4.<br>Transa<br>Code (<br>8) |  | of<br>Der<br>Sec<br>Acc<br>(A)<br>Dis<br>of ( | ivative<br>curities<br>quired<br>or<br>posed<br>D) (Instr. | 6. Date I<br>Expirati<br>(Month/ | on Da              | te      |                            | 7. Title an<br>of Securit<br>Underlyin<br>Derivative<br>(Instr. 3 a | ies<br>g<br>Sec       | urity   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)  | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti<br>(Instr. 4) | e<br>s<br>lly | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4 | Beneficial<br>Ownership<br>(Instr. 4)                             |
|  |   |  |  | Ī                         |                              |  |   |  |                                  |                    | Π       |                            |   | Am<br>or              | ount  |  |  |               |   |   |
|  |   |  |  |                           | Code                         | v  | (A)   | (D)  | Date<br>Exercisa                 | able               |         | xpiration<br>ate           | Title   | of                    | mber<br>ares  |  |  |               |   |   |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy)    | \$14.88   | 04/02/2004                                 |  |                           | M                            |  |   | 18,800   | 01/24/20                         | )01 <sup>(1)</sup> | 01      | 1/24/2010                  | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock                           | 18                    | ,800  | \$0  | 0  |               | D   |   |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy)    | \$14.3492   |  |  |                           |                              |  |   |  | 01/28/20                         | )03 <sup>(1)</sup> | 01      | 1/28/2012                  | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock                           | 29                    | ,900  |  | 29,90  | 0             | D   |   |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy)    | \$16.0625   |  |  |                           |                              |  |   |  | 01/22/20                         | )02 <sup>(1)</sup> | 01      | 1/22/2011                  | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock                           | 25,                   | ,600  | 25,600   |  | 600 D         |   |   |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy)    | \$17.538  |  |  |                           |                              |  |   |  | 01/01/2004 <sup>(1)</sup>        |                    | 01      | 1/01/2013                  | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock                           | 19                    | ,875  | 19,8   |  | 19,875        |   |   |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy)    | \$18.1632   |  |  |                           |                              |  |   |  | 01/27/19                         | )99 <sup>(1)</sup> | 01      | 1/27/2008                  | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock                           | 9,                    | 261   |  | 9,261  | L             | D   |   |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to            | \$20.5952   |  |  |                           |                              |  |   |  | 01/26/20                         | 000 <sup>(1)</sup> | 01      | 1/26/2009                  | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock                           | 9,                    | 660   |  | 9,660  | )             | D   |   |

|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |   |      |  |     |   |                           |  |   |   |  |  |  |  |
|---|--|--|---|------|--|-----|---|---------------------------|--|---|---|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       | tive Conversion Date Execution Date, or Exercise (Month/Day/Year) if any   |  | 4.<br>Transaction<br>Code (Instr.<br>8) |      | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D) (Instr.<br>3, 4 and 5) |     | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Ye | te                        | 7. Title and of Security Underlying Derivative (Instr. 3 and Instr. 3 and Instruction 3 and Instruction 3 and Instr. 3 and Instruction 3 and Instructi | ies<br>g<br>Security                      | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |  |  |   | Code | v  | (A) | (D)   | Date<br>Exercisable       | Expiration<br>Date   | Title                                     | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |
| Non-<br>Qualified<br>Stock<br>Option<br>(right to<br>buy) | \$22.1715  |  |   |      |  |     |   | 01/01/2005 <sup>(1)</sup> | 01/01/2014   | NBT<br>Bancorp<br>Inc.<br>Common<br>Stock | 17,015  |  | 17,015   | D  |  |

## **Explanation of Responses:**

1. Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.

Michael J Chewens 04/02/2004

\*\* 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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