

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DIETRICH MARTIN A</u>  (Last) (First) (Middle) <u>52 SOUTH BROAD STREET</u>  (Street) <u>NORWICH NY 13815</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>NBT BANCORP INC [ NBTB ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2009</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <u>President/CEO NBT Bancorp</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
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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	01/21/2009		A		7,800	A	\$0 <sup>(1)</sup>	57,051.384	D	
NBT Bancorp Inc. Common Stock								15,294.868	I	401k
NBT Bancorp Inc. Common Stock								755	I	Custodian for Minor
NBT Bancorp Inc. Common Stock								9,057.456	I	NBT Bancorp ESOP
NBT Bancorp Inc. Common Stock								6,000	I	by Mother
NBT Bancorp Inc. Common Stock								848	I	by Spouse

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)	\$14.3492							01/28/2003	01/28/2012	NBT Bancorp Inc. Common Stock	30,000		30,000	D	
Non-Qualified Stock Option (right to buy)	\$17.538							01/01/2004 <sup>(2)</sup>	01/01/2013	NBT Bancorp Inc. Common Stock	24,000		24,000	D	
Non-Qualified Stock Option (right to buy)	\$20.3617							01/15/2009 <sup>(2)</sup>	01/15/2018	NBT Bancorp Inc. Common Stock	25,000		25,000	D	
Non-Qualified Stock Option (right to buy)	\$22.1715							01/01/2005 <sup>(2)</sup>	01/01/2014	NBT Bancorp Inc. Common Stock	21,311		21,311	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)	\$22.205							02/11/2006 <sup>(3)</sup>	02/11/2014	NBT Bancorp Inc. Common Stock	3,840		3,840	D	
Non-Qualified Stock Option (right to buy)	\$22.352							01/01/2007 <sup>(2)</sup>	01/01/2016	NBT Bancorp Inc. Common Stock	30,000		30,000	D	
Non-Qualified Stock Option (right to buy)	\$23.2708							01/20/2006 <sup>(2)</sup>	01/20/2015	NBT Bancorp Inc. Common Stock	22,423		22,423	D	
Non-Qualified Stock Option (right to buy)	\$24.4458							08/01/2007 <sup>(3)</sup>	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 <sup>(3)</sup>	12/27/2017	NBT Bancorp Inc. Common Stock	12,641		12,641	D	
Non-Qualified Stock Option (right to buy)	\$25.38							01/15/2010 <sup>(4)</sup>	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 <sup>(2)</sup>	01/01/2017	NBT Bancorp Inc. Common Stock	28,000		28,000	D	

**Explanation of Responses:**

1. Acquired pursuant to the formula provisions of the NBT Bancorp Inc. Performance Share Plan pursuant to which each member of a select group of Management is entitled to receive an award based on Company performance goals in the form of restricted shares of the Company's common stock that vests four years following the end of a performance period.
2. Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.
3. Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan reload grant vests 100% two years after date of its grant.
4. Pursuant to NBT Bancorp Inc. 2009 Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.

By: Michael J. Chewens,  
Power of Attorney For: Martin A Dietrich  
01/22/2009

\*\* 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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