

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>FORSYTHE DARYL R</u> _____ (Last) (First) (Middle) <u>52 SOUTH BROAD STREET</u> _____ (Street) <u>NORWICH NY 13815</u> _____ (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>NBT BANCORP INC [ NBTB ]</u>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman &amp; CEO NBT Bancorp</u>		
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/27/2004</u>					
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	08/27/2004		M		4,978	A	\$16.0625	80,921.792	D	
NBT Bancorp Inc. Common Stock	08/27/2004		S		4,978	D	\$22.5	75,943.792	D	
NBT Bancorp Inc. Common Stock	08/27/2004		M		200	A	\$14.88	76,143.792	D	
NBT Bancorp Inc. Common Stock	08/27/2004		S		200	D	\$22.5	75,943.792	D	
NBT Bancorp Inc. Common Stock								8,171.899	I	401k
NBT Bancorp Inc. Common Stock								2,758.846	I	NBT Bancorp ESOP
NBT Bancorp Inc. Common Stock								1,511	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)	\$14.88	08/27/2004		M		200		01/24/2001 <sup>(1)</sup>	01/24/2010	NBT Bancorp Inc. Common Stock	200	\$0	9,700	D	
Non-Qualified Stock Option (right to buy)	\$16.0625	08/27/2004		M		4,978		01/22/2002 <sup>(1)</sup>	01/22/2011	NBT Bancorp Inc. Common Stock	4,978	\$0	49,522	D	
Non-Qualified Stock Option (right to buy)	\$14.3492							01/28/2003 <sup>(1)</sup>	01/28/2012	NBT Bancorp Inc. Common Stock	52,300		52,300	D	
Non-Qualified Stock Option (right to buy)	\$17.538							01/01/2004 <sup>(1)</sup>	01/01/2013	NBT Bancorp Inc. Common Stock	36,375		36,375	D	
Non-Qualified Stock Option (right to buy)	\$18.1632							01/27/1999 <sup>(1)</sup>	01/27/2008	NBT Bancorp Inc. Common Stock	41,306.99		41,306.99	D	

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(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)				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)	\$19.7917							08/11/2005 <sup>(2)</sup>	08/11/2013	NBT Bancorp Inc. Common Stock	5,200		5,200	D	
Non-Qualified Stock Option (right to buy)	\$19.7925							08/14/2005 <sup>(2)</sup>	08/14/2013	NBT Bancorp Inc. Common Stock	6,050		6,050	D	
Non-Qualified Stock Option (right to buy)	\$19.8125							08/12/2005 <sup>(2)</sup>	08/12/2013	NBT Bancorp Inc. Common Stock	11,700		11,700	D	
Non-Qualified Stock Option (right to buy)	\$20.0558							08/05/2005 <sup>(2)</sup>	08/05/2013	NBT Bancorp Inc. Common Stock	4,000		4,000	D	
Non-Qualified Stock Option (right to buy)	\$20.441							04/28/2001 <sup>(2)</sup>	04/28/2009	NBT Bancorp Inc. Common Stock	10,500		10,500	D	
Non-Qualified Stock Option (right to buy)	\$20.5952							01/26/2000 <sup>(1)</sup>	01/26/2009	NBT Bancorp Inc. Common Stock	36,435		36,435	D	
Non-Qualified Stock Option (right to buy)	\$22.1715							01/01/2005 <sup>(1)</sup>	01/01/2014	NBT Bancorp Inc. Common Stock	30,444		30,444	D	

**Explanation of Responses:**

- 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.

By: Michael J. Chewens, Power  
of Attorney For: Daryl R. Forsythe 08/31/2004

\*\* 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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