

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>Scarlett Catherine</u>			2. Issuer Name and Ticker or Trading Symbol <u>NBT BANCORP INC [ NBTB ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP, Chief HR &amp; Ethics Officer</u>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2018</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	12/31/2018		J	26.182	A	\$0.0 <sup>(1)</sup>	26.182	I	401k
NBT Bancorp Inc. Common Stock	12/31/2018		J	8.014	A	\$0.0 <sup>(2)</sup>	8.014	I	NBT Bancorp ESOP
NBT Bancorp Inc. Common Stock							54,912	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
Phantom Stock	<sup>(3)</sup>	12/31/2018		J	275.605 <sup>(4)</sup>		<sup>(3)</sup>	<sup>(3)</sup>	NBT Bancorp Inc. Common Stock	275.605	\$0.0	7,619,569	D	

**Explanation of Responses:**

- Shares were purchased through payroll deferral and/or dividend reinvestment from 1/1/2018 to 12/31/2018 through NBT Bancorp Inc. 401k Plan.
- Shares were purchased through payroll deferral and/or dividend reinvestment from 1/1/2018 to 12/31/2018 through NBT Bancorp Inc. ESOP Plan.
- Each share of phantom stock is deemed invested in one share of NBT Bancorp Inc. common stock pursuant to the terms of the Deferred Compensation Plan.
- Shares were purchased through payroll deferral and/or dividend reinvestment from 1/1/2018 to 12/31/2018 through a NBT Bancorp Inc. deferred compensation plan.

By: Michael J. Chewens, Power of Attorney For: Catherine M. Scarlett 02/13/2019

\*\* 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.