FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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				Wa	as	hin	gto	n,	D	C.	2054

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OMB APPROVAL									
OMB Number:	3235-0362								
Estimated average bu	urden								

Check	this box if no lo	onger subject to				was	nington,	D.C. 20	0549						OME	APPF	ROV	AL			
Section obligation	L STAT	STATEMENT OF CHANGES IN BENEFICIA										1B Number	mber: 3235-0362 d average burden								
	ction 1(b). 3 Holdings Rep	orted				O	WNE	RSH	IP					ll l	ırs per re	-	iraen	1.0			
_	4 Transactions		Fil	ed pursuant t	o Sect	ion 16	S(a) of th	e Secu	ırities Excha	nge Act o	of 1934										
\vdash		· .							Company Ac	t of 1940		E D/	elationship (of Donor	ting Dor	20n(a) ta	Joon	or 1			
1. Name and Address of Reporting Person* OWENS WILLIAM L														cable)	ung Per	. ,					
,	VO VVILLI	<u> </u>) 	Officer		ما		ó Owr er (sn				
(Last)	(Fi	irst)		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008										Officer (give title Other (specify below) below)							
52 SOU																					
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Ind Line)										ndividual or Joint/Group Filing (Check Applicable						
NORWI									X Form filed by One Reporting Person												
				-									Persor		led by More than One Reporting						
(City)	(Si		(Zip)																		
			le I - Non-Deri	1		1	cquir		-	-			- 								
1. Title of S	ecurity (Instr.	3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D if any			saction		curities Acqu (Instr. 3, 4 a		r Dispos	ed	5. Amount Securities		6. Owner		Indir				
			(WOIIII/Day/Teal)		(Month/Day/Year)		Code (Instr. 8)				(A) ==		Beneficially Owned at end of Issuer's Fiscal		Form: Direct (D) or Indirect (I)		Beneficial Ownership (Instr. 4)				
								Amount		(A) or (D)	A) or D) Price		Year (Insti			tr. 4)					
NBT Bancorp Inc. Common Stock			12/31/2008		J		J	26	65.115 A		\$0 ⁽⁾	1)	13,695	5.922	D						
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned												-									
				puts, calls	_					1						1	_				
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.	of	mber ative	Expirat	tion Dat		7. Title Amoun Securit	t of		8. Price of 9. Nun Derivative deriva Security Securi		ive	10. Owners Form:	ship	11. Nature of Indirect Beneficial			
(Instr. 3)	Price of Derivative Security	(Montin Day rear)	(Month/Day/Year)	8)	Secu	ecurities cquired \() or isposed		/Day/Year)		Underl			(Instr. 5)	Securiti Benefic Owned	neficially Dire			Ownership (Instr. 4)			
					(A) o Disp						(Instr. 3 and 4)			Following Reported		(I) (Inst		. ,			
				of (D) (Instr and 5		nstr. 3, 4									Transaction(s) (Instr. 4)						
					Lana (,, 					Amo	ount									
							Date		Expiration			ber									
					(A)	(D)	Exercis	sable	Date			res				-					
Non- Qualified											m										
Stock Option	\$14.3492						01/28/2	2003 ⁽²⁾	01/28/2012	Bancoi Inc. Commo	58	32		58	32	D					
(right to buy)										Stock											
Non- Qualified										NBT											
Stock Option	\$16.0625							01/22/2	2002 ⁽²⁾	01/22/2011	Bancoi Inc.	30	00		30	00	D				
(right to buy)								Common Stock													
Non- Qualified										NBT											
Stock Option	\$17.6008						01/01/2	2004 ⁽²⁾	01/01/2013		90	00		90	00	D					
(right to buy)			ı							Stock											
Non-					\top					NBT	\top	\dashv									
Qualified Stock	\$20.7492						05/01/2	2006 ⁽²⁾	05/01/2015	Banco		00		1,5	500	D					
Option (right to buy)										Commo	on										
Non-										NBT	+	\dashv									
Qualified Stock	\$21.74						05/01/2	2007 ⁽²⁾	05/01/2016	Banco		00		1,5	500	D					
Option (right to							03/01/2	-307		Commo	on	~		1,0							
buy) Non-	 				_	<u> </u>				-	+	\dashv									
Qualified Stock	φ _{22,4200}						04/04/	2005(2)	01/01/2014	NBT Bancoi	тр	,		4.5	97E	, n					
Option (right to	\$22.1388						01/01/2	2005 ⁽²⁾	01/01/2014	Commo		/5		1,3	0/5	D					
buy)										Stock											

	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. Nu of Deriv Secu Acqu (A) o Disp of (D (Instrand!	rities uired r osed) r. 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	te	7. Title an Amount o Securities Underlyin Derivative (Instr. 3 ar	f g Security	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 ⁽²⁾	05/01/2017	NBT Bancorp Inc. Common Stock	1,500		1,500	D		
Non- Qualified Stock Option (right to buy)	\$22.5508						05/01/2009 ⁽²⁾	05/01/2018	NBT Bancorp Inc. Common Stock	1,500		1,500	D		
Non- Qualified Stock Option (right to buy)	\$23.2708						01/20/2006 ⁽²⁾	01/20/2015	NBT Bancorp Inc. Common Stock	630		630	D		

Explanation of Responses:

- 1. 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.
- 2. 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.

By: Michael J. Chewens,

Power of Attorney For:

01/26/2009

William L Owens

** 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.