SEC Form 4	ŀ
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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1. Name and Addre FORSYTHE				uer Name and Ticke <u> FBANCORP</u>					tionship of Reporting Person(s) to Is all applicable) Director 10% C					
(Last) 52 SOUTH BR	(First) OAD STREET	(Middle)		e of Earliest Transa 2/2008	ction (N	1onth/I	Day/Year)		Officer (give title below)	Other below)	(specify)			
			4. If A	mendment, Date of	Origina	I Filed	(Month/Day/Y	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) NORWICH	NY	13815							X	Form filed by One				
(City)	(State)	(Zip)								Form filed by Mor Person	e than One Rep	orting		
(City)	(State)	(219)												
		Table I - No	n-Derivative	Securities Acq	uired,	, Dis	posed of,	or Ben	eficially	Owned				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	Instr.	4. Securities J Disposed Of			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

	(Month/Day/real) 0)							Demonsterd	(1) (1130. 4)	(Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(
NBT Bancorp Inc. Common Stock	01/02/2008		S		786	D	\$22.227	124,473.302	D		
NBT Bancorp Inc. Common Stock								1,063.284	Ι	401k	
NBT Bancorp Inc. Common Stock								13.385	I	NBT Bancorp ESOP	
NBT Bancorp Inc. Common Stock								1,842	Ι	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. Transa Code (8)	ction	5. Number on of		6. Date Exerci Expiration Dat (Month/Day/Ye	sable and	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	d Amount ies g Security	8. Price of Derivative Security (Instr. 5)		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)	\$21.74							05/01/2007 ⁽¹⁾	05/01/2016	NBT Bancorp Inc. Common Stock	5,000		5,000	D	
Non- Qualified Stock Option (right to buy)	\$ 22.1715							01/01/2005 ⁽²⁾	01/01/2014	NBT Bancorp Inc. Common Stock	18,266		18,266	D	
Non- Qualified Stock Option (right to buy)	\$ 22.3517							09/01/2006 ⁽³⁾	09/01/2014	NBT Bancorp Inc. Common Stock	9,700		9,700	D	
Non- Qualified Stock Option (right to buy)	\$ 22.4075							09/08/2006 ⁽³⁾	09/08/2014	NBT Bancorp Inc. Common Stock	15,365		15,365	D	
Non- Qualified Stock Option (right to buy)	\$22.4842							05/01/2008 ⁽¹⁾	05/01/2017	NBT Bancorp Inc. Common Stock	5,000		5,000	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)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any		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)	\$23.2708							01/20/2006 ⁽²⁾	01/20/2015	NBT Bancorp Inc. Common Stock	31,907		31,907	D	
Non- Qualified Stock Option (right to buy)	\$23.7553							07/01/2007 ⁽³⁾	07/01/2015	NBT Bancorp Inc. Common Stock	12,841		12,841	D	
Non- Qualified Stock Option (right to buy)	\$23.8712							07/05/2007 ⁽³⁾	07/05/2015	NBT Bancorp Inc. Common Stock	2,693		2,693	D	

Explanation of Responses:

1. 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.

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.

By: Michael J. Chewens,

Power of Attorney For: Daryl R. Forsythe 01/03/2008

<u>R. Forsythe</u> ** 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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