

FORM 8-A/A

Amendment No. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NBT BANCORP INC.

(Exact name of registrant as specified in its charter)

Delaware	0-14703	16-1268674
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(State of incorporation or organization)	Commission File No.	(I.R.S. Employer Identification No.)

52 South Broad Street, Norwich, New York 13815

(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered -----	Name of each exchange on which each class is to be registered -----
None	Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act:

Share Purchase Rights Pursuant to Stockholder Rights Plan

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

On November 15, 1994, the Board of Directors of the Registrant declared a dividend distribution of one Right for each outstanding share of Registrant's common stock to stockholders of record at the close of business on November 15, 1994. See the Registrant's Form 8-A, dated November 29, 1994, for a complete description of the Rights Agreement between the Registrant and American Stock Transfer Trust Company (the "Rights Agreement"), as Rights Agent (the "Rights Agent"). Since adoption of the Rights Agreement, new certificates for the Registrant's common stock issued after November 15, 1994, contained a notation incorporating the Rights Agreement by reference.

On November 22, 1999, the Registrant's Board of Directors approved an amendment to the Registrant's Certificate of Incorporation (the "Amendment"), declaring its advisability, and directed that the Amendment be considered by the Registrant's stockholders at the Registrant's special meeting of stockholders, scheduled for February 17, 2000. The Amendment changes the par value of the Registrant's capital stock, including shares of common stock and shares of preferred stock, from no par value, \$1.00 stated value per share to \$.01 par value per share. At the special meeting held on February 17, 2000, at which a quorum was present, a majority of the outstanding shares of the Registrant's common stock entitled to vote on the Amendment adopted the Amendment. On

February 17, 2000, the Registrant filed a Certificate of Amendment to the Registrant's Certificate of Incorporation with the Secretary of State of the State of Delaware, upon which filing the Amendment became effective.

Accordingly, upon the occurrence of an event which will permit the holder of the Registrant's common stock to exercise the Rights, each Right will entitle the holder to purchase one one-hundredth of a share of NBT Series R Preferred Stock, par value \$.01 per share, at a price of \$100. In all respects other than par value, the rights and privileges of the Rights remain as they were prior to adoption of the Amendment.

Item 2. Exhibits.

- 3.1 Certificate of Amendment of Certificate of Incorporation of NBT Bancorp Inc., as filed with the Secretary of State of the State of Delaware on February 17, 2000 (filed herewith)
- 4.1 Rights Agreement, dated as of November 15, 1994, between NBT Bancorp Inc. and American Stock Transfer Trust Company as Rights Agent (incorporated herein by reference to Exhibit 4.1 of the Registrant's Form 8-A, dated November 25, 1994, File No. 0-14703).
- 4.2 Amendment to Rights Agreement, dated as of December 16, 1999 between NBT Bancorp Inc. and American Stock Transfer Trust Company as Rights Agent (incorporated herein by reference to Exhibit 4.2 of the Registrant's Form 8-A/A, Amendment No. 1, dated December 21, 1999, File No. 0-14703).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NBT BANCORP INC.

By: /s/ Michael J. Chewens

Michael J. Chewens
Executive Vice President and Chief
Financial Officer

Date: February 24, 2000

EXHIBIT INDEX

3.1

Certificate of Amendment of Certificate of Incorporation of NBT Bancorp Inc., as filed with the Secretary of State of the State of Delaware on February 17, 2000 (filed herewith)

Certificate of Amendment of Certificate of Incorporation
of NBT Bancorp Inc., as filed with the Secretary of State of
the State of Delaware on February 17, 2000

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NBT BANCORP INC.

NBT Bancorp Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the amendment to the Certificate of Incorporation of the Corporation set forth below was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Seventeen Million Five Hundred Thousand (17,500,000) shares consisting of Fifteen Million (15,000,000) shares of Common Stock, par value \$.01 per share and Two Million Five Hundred Thousand (2,500,000) shares of Preferred Stock, par value \$.01 per share.

Each share of Common Stock having no par value, stated value \$1.00 per share ("Existing Common Stock") outstanding on the effective date of the amendment including this paragraph shall be reclassified as and changed into one share of Common Stock, par value \$.01 per share ("New Common Stock"), upon the effectiveness of such amendment. The certificates that prior to the effectiveness of such amendment represented Existing Common Stock shall remain outstanding and shall thereafter represent the shares of New Common Stock into which the shares of Existing Common Stock have been reclassified as provided herein.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer this 17th day of February, 2000.

NBT BANCORP INC.

By: /s/ John D. Roberts

Name: John D. Roberts

Title: Senior Vice President and Secretary