

FORM 5

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).

☐ Form 3 Holdings Reported.

☐ Form 4 Transactions Reported.

ANNUAL 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

OMB Number: 3235-0362  
Estimated average burden hours per response: 1.0

1. Name and Address of Reporting Person* <u>DIETRICH MARTIN A</u>  (Last) (First) (Middle) <u>52 SOUTH BROAD STREET</u>  (Street) <u>NORWICH NY 13815</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NBT BANCORP INC [ NBTB ]</u>  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2008</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President/CEO NBT Bancorp</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
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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	12/31/2008		J	429.083	A	\$0 <sup>(1)</sup>	52,145.384	D	
NBT Bancorp Inc. Common Stock	12/31/2008		J	765.098	A	\$0 <sup>(2)</sup>	15,294.868	I	401k
NBT Bancorp Inc. Common Stock	12/31/2008		J	345.529	A	\$0 <sup>(3)</sup>	9,057.456	I	NBT Bancorp ESOP
NBT Bancorp Inc. Common Stock							755	I	Custodian for Minor
NBT Bancorp Inc. Common Stock							6,000	I	by Mother
NBT Bancorp Inc. Common Stock							848	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$14.3492						01/28/2003	01/28/2012	NBT Bancorp Inc. Common Stock	30,000		30,000	D	
Non-Qualified Stock Option (right to buy)	\$17.538						01/01/2004 <sup>(4)</sup>	01/01/2013	NBT Bancorp Inc. Common Stock	24,000		24,000	D	
Non-Qualified Stock Option (right to buy)	\$20.3617						01/15/2009 <sup>(4)</sup>	01/15/2018	NBT Bancorp Inc. Common Stock	25,000		25,000	D	
Non-Qualified Stock Option (right to buy)	\$22.1715						01/01/2005 <sup>(4)</sup>	01/01/2014	NBT Bancorp Inc. Common Stock	21,311		21,311	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	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$22.205						02/11/2006 <sup>(5)</sup>	02/11/2014	NBT Bancorp Inc. Common Stock	3,840		3,840	D	
Non-Qualified Stock Option (right to buy)	\$22.352						01/01/2007 <sup>(4)</sup>	01/01/2016	NBT Bancorp Inc. Common Stock	30,000		30,000	D	
Non-Qualified Stock Option (right to buy)	\$23.2708						01/20/2006 <sup>(4)</sup>	01/20/2015	NBT Bancorp Inc. Common Stock	22,423		22,423	D	
Non-Qualified Stock Option (right to buy)	\$24.4458						08/01/2007 <sup>(5)</sup>	08/01/2015	NBT Bancorp Inc. Common Stock	6,470		6,470	D	
Non-Qualified Stock Option (right to buy)	\$24.5692						12/27/2009 <sup>(5)</sup>	12/27/2017	NBT Bancorp Inc. Common Stock	12,641		12,641	D	
Non-Qualified Stock Option (right to buy)	\$25.762						01/01/2008 <sup>(4)</sup>	01/01/2017	NBT Bancorp Inc. Common Stock	28,000		28,000	D	

**Explanation of Responses:**

- 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.
- Shares were purchased from 1/1/2008 through 12/31/2008 through NBT Bancorp Inc. 401k Plan.
- Shares were purchased from 1/1/2008 through 12/31/2008 through NBT Bancorp Inc. ESOP Plan.
- 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: Martin A Dietrich 01/26/2009

\*\* 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.**