

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).

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 Address of Reporting Person* DIETRICH MARTIN A | | | 2. Issuer Name and Ticker or Trading Symbol NBT BANCORP INC [NBTB] | | | 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) President/COO NBT Bank | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2004 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 52 SOUTH BROAD STREET | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | (City) | (State) | (Zip) | NORWICH NY 13815 | | | | |

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| NBT Bancorp Inc. Common Stock | 02/11/2004 | | M | | 8,534 | A | \$11.6424 | 25,809.953 | D | |
| NBT Bancorp Inc. Common Stock | 02/11/2004 | | S | | 8,534 | D | \$22.4438 | 17,275.953 | D | |
| NBT Bancorp Inc. Common Stock | 02/11/2004 | | M | | 3,350 | A | \$11.6424 | 20,625.953 | D | |
| NBT Bancorp Inc. Common Stock | 02/11/2004 | | M | | 490 | A | \$14.88 | 21,115.953 | D | |
| NBT Bancorp Inc. Common Stock | | | | | | | | 11,214.876 | I | 401k |
| NBT Bancorp Inc. Common Stock | | | | | | | | 230.209 | I | Custodian for Minor |
| NBT Bancorp Inc. Common Stock | | | | | | | | 7,435.83 | I | NBT Bancorp ESOP |
| NBT Bancorp Inc. Common Stock | | | | | | | | 7,000 | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option (right to buy) | \$11.6424 | 02/11/2004 | | M | | | 8,534 | 01/28/2007 ⁽¹⁾ | 01/28/2007 | NBT Bancorp Inc. Common Stock | 8,534 | \$0 | 3,350 | D | |
| Non-Qualified Stock Option (right to buy) | \$11.6424 | 02/11/2004 | | M | | | 3,350 | 01/28/2007 ⁽¹⁾ | 01/28/2007 | NBT Bancorp Inc. Common Stock | 3,350 | \$0 | 0 | D | |
| Non-Qualified Stock Option (right to buy) | \$14.88 | 02/11/2004 | | M | | | 490 | 01/24/2010 ⁽¹⁾ | 01/24/2010 | NBT Bancorp Inc. Common Stock | 490 | \$0 | 38,110 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.205 | 02/11/2004 | | A | | | 3,350 | 02/11/2006 ⁽²⁾ | 02/11/2014 | NBT Bancorp Inc. Common Stock | 3,350 | \$0 | 3,350 | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option (right to buy) | \$22.205 | 02/11/2004 | | A | | 490 | | 02/11/2006 ⁽²⁾ | 02/11/2014 | NBT Bancorp Inc. Common Stock | 490 | \$0 | 3,840 | D | |
| Non-Qualified Stock Option (right to buy) | \$14.3492 | | | | | | | 01/28/2003 ⁽¹⁾ | 01/28/2012 | NBT Bancorp Inc. Common Stock | 36,200 | | 36,200 | D | |
| Non-Qualified Stock Option (right to buy) | \$16.0625 | | | | | | | 01/22/2002 ⁽¹⁾ | 01/22/2011 | NBT Bancorp Inc. Common Stock | 38,900 | | 38,900 | D | |
| Non-Qualified Stock Option (right to buy) | \$16.227 | | | | | | | 08/03/2003 ⁽²⁾ | 08/03/2011 | NBT Bancorp Inc. Common Stock | 4,346 | | 4,346 | D | |
| Non-Qualified Stock Option (right to buy) | \$17.538 | | | | | | | 01/01/2004 ⁽¹⁾ | 01/01/2013 | NBT Bancorp Inc. Common Stock | 24,000 | | 24,000 | D | |
| Non-Qualified Stock Option (right to buy) | \$18.1632 | | | | | | | 01/27/1999 ⁽¹⁾ | 01/27/2008 | NBT Bancorp Inc. Common Stock | 12,641.99 | | 12,641.99 | D | |
| Non-Qualified Stock Option (right to buy) | \$20.5952 | | | | | | | 01/26/2000 ⁽¹⁾ | 01/26/2009 | NBT Bancorp Inc. Common Stock | 15,540 | | 15,540 | D | |
| Non-Qualified Stock Option (right to buy) | \$22.1715 | | | | | | | 01/01/2005 ⁽¹⁾ | 01/01/2014 | NBT Bancorp Inc. Common Stock | 21,311 | | 21,311 | D | |

Explanation of Responses:

- 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 02/13/2004
Dietrich

** 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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