

FORSYTHE DARYL R

Form 4

January 24, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORSYTHE DARYL R

2. Issuer Name and Ticker or Trading Symbol
NBT BANCORP INC [NBTB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

52 SOUTH BROAD STREET

01/20/2006

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORWICH, NY 13815

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
NBT Bancorp Inc. Common Stock	01/20/2006		A	5,250 A \$ 0 (1)	126,016.962	D	
NBT Bancorp Inc. Common Stock					13,735.744	I	401k
NBT Bancorp					2,924.431	I	NBT Bancorp

Inc.
Common
Stock

NBT
Bancorp
Inc.
Common
Stock

ESOP

1,842

I

by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 14.3492					01/28/2003 ⁽²⁾ 01/28/2012	NBT Bancorp Inc. Common Stock 10,400
Non-Qualified Stock Option (right to buy)	\$ 17.538					01/01/2004 ⁽²⁾ 01/01/2013	NBT Bancorp Inc. Common Stock 14,500
Non-Qualified Stock Option (right to buy)	\$ 18.1632					01/27/1999 ⁽²⁾ 01/27/2008	NBT Bancorp Inc. Common Stock 0.9
Non-Qualified Stock Option	\$ 19.7917					08/11/2005 ⁽³⁾ 08/11/2013	NBT Bancorp 5,200

(right to buy)				Inc. Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 19.7925	08/14/2005 ⁽³⁾	08/14/2013	NBT Bancorp Inc. Common Stock	6,05
Non-Qualified Stock Option (right to buy)	\$ 19.8125	08/12/2005 ⁽³⁾	08/12/2013	NBT Bancorp Inc. Common Stock	11,70
Non-Qualified Stock Option (right to buy)	\$ 20.0558	08/05/2005 ⁽³⁾	08/05/2013	NBT Bancorp Inc. Common Stock	4,00
Non-Qualified Stock Option (right to buy)	\$ 22.1715	01/01/2005 ⁽²⁾	01/01/2014	NBT Bancorp Inc. Common Stock	18,20
Non-Qualified Stock Option (right to buy)	\$ 22.3517	09/01/2006 ⁽³⁾	09/01/2014	NBT Bancorp Inc. Common Stock	9,70
Non-Qualified Stock Option (right to buy)	\$ 22.4075	09/08/2006 ⁽³⁾	09/08/2014	NBT Bancorp Inc. Common Stock	15,30
Non-Qualified Stock Option (right to buy)	\$ 23.2708	01/20/2006 ⁽²⁾	01/20/2015	NBT Bancorp Inc. Common Stock	31,90
Non-Qualified Stock Option (right to buy)	\$ 23.7553	07/01/2007 ⁽³⁾	07/01/2015	NBT Bancorp Inc. Common Stock	12,80
Non-Qualified Stock Option (right to buy)	\$ 23.8712	07/05/2007 ⁽³⁾	07/05/2015	NBT Bancorp Inc.	2,69

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORSYTHE DARYL R 52 SOUTH BROAD STREET NORWICH, NY 13815		X		

Signatures

By: Michael J. Chewens, Power of Attorney For: Daryl R.
Forsythe

01/24/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Acquired pursuant to the formula provisions of the NBT Bancorp Inc. Performance Share Plan pursuant to which each member of a select
- (1) group of Management is entitled to receive an award based on Company performance goals in the form of restricted shares of the Company's common stock that vests three years following the end of a performance period.
 - (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.

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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