

LEONARD ROBERT M  
Form 4  
November 21, 2017

**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 \*  
**LEONARD ROBERT M**  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**TRUSTCO BANK CORP N Y [TRST]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/18/2017**

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP & SECRETARY**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DRIVE  
(Street)  
GLENVILLE, NY 12302  
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK	11/18/2017		M	8,250 (1) A \$ 0	65,626	D	
COMMON STOCK	11/18/2017		D	8,250 (1) D \$ 9	57,376	D	
COMMON STOCK					21,149	I	BY FAMILY

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)	Amount or Number of Shares
RESTRICTED STOCK UNIT	\$ 0 <sup>(2)</sup>	11/18/2017		M	8,250	<sup>(3)</sup> <sup>(3)</sup>	COMMON STOCK	8,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEONARD ROBERT M C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302			EVP & SECRETARY	

## Signatures

/S/ MICHAEL M. OZIMEK, BY POWER OF ATTORNEY  
 11/21/2017  
 \*\*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).
- (1) Reflects cash settlement of 8,250 restricted stock units that settled only for cash.
- (2) Each restricted stock unit represents a contingent right to receive a payment in cash equal to the value of one share of Issuer Common Stock on the settlement date.
- (3) The restricted stock units "vested" in whole November 18, 2017 and were settled in cash.

### Remarks:

ADDITIONAL SHARES ACQUIRED BY REPORTING PERSON'S PARTICIPATION IN DIVIDEND REINVESTMENT

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.