

CHEWENS MICHAEL J  
 Form 5  
 February 11, 2011

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**CHEWENS MICHAEL J**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**52 SOUTH BROAD STREET**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr EVP & CFO**

**NORWICH, NY 13815**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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)	(A) or (D)	Amount	Price	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 Ownership (Instr. 4)
NBT Bancorp Inc. Common Stock	12/31/2010	Â	J	458.553	A	\$ 0 (1)		13,532.801	I	401k
NBT Bancorp Inc. Common Stock	12/31/2010	Â	J	334.636	A	\$ 0 (2)		3,490.001	I	NBT Bancorp ESOP

NBT Bancorp Inc. Common Stock      Â      Â      Â      Â      Â      Â      20,900      D      Â

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

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SEC 2270 (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 Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 20.19	Â	Â	Â	Â Â	Date Exercisable: 01/15/2011 <sup>(3)</sup> Expiration Date: 01/15/2020	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.3617	Â	Â	Â	Â Â	Date Exercisable: 01/15/2009 <sup>(4)</sup> Expiration Date: 01/15/2018	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.1715	Â	Â	Â	Â Â	Date Exercisable: 01/01/2005 <sup>(4)</sup> Expiration Date: 01/01/2014	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.352	Â	Â	Â	Â Â	Date Exercisable: 01/01/2007 <sup>(4)</sup> Expiration Date: 01/01/2016	NBT Bancorp Inc. Common Stock
Non-Qualified Stock Option	\$ 23.2708	Â	Â	Â	Â Â	Date Exercisable: 01/20/2006 <sup>(4)</sup> Expiration Date: 01/20/2015	NBT Bancorp

(right to buy)

Inc.  
Common  
Stock

Non-Qualified  
Stock Option  
(right to buy)

\$ 25.38

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01/15/2010<sup>(3)</sup>

01/15/2019

NBT  
Bancorp  
Inc.  
Common  
Stock

Non-Qualified  
Stock Option  
(right to buy)

\$ 25.762

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01/01/2008<sup>(4)</sup>

01/01/2017

NBT  
Bancorp  
Inc.  
Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEWENS MICHAEL J 52 SOUTH BROAD STREET NORWICH, NY 13815	^	^	^ Sr EVP & CFO	^

## Signatures

Michael J  
Chewens

02/11/2011

\*\*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) Shares were purchased from 1/1/2010 through 12/31/2010 through NBT Bancorp Inc. 401k Plan.
- (2) Shares were purchased from 1/1/2010 through 12/31/2010 through NBT Bancorp Inc. ESOP Plan.
- (3) Pursuant to NBT Bancorp Inc. Omnibus Stock Option Agreement the grant vests 40% for first year, 20% annually for following years.
- (4) Pursuant to NBT Bancorp Inc. 1993 Stock Option Plan grant vests 40% for first year, 20% annually for following years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.