

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0362 |
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**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

- 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.

|   |                |           |   |  |  |   |  |  |  |
|---|----------------|-----------|---|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Kowalczyk Andrew S III</u> |                |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>NBT BANCORP INC [ NBTB ]</u>    |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |  |
| (Last)  | (First)        | (Middle)  | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><u>12/31/2020</u> |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |
| <u>52 SOUTH BROAD STREET</u>  |                |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |  |   |  |  |  |
| (Street)  | <u>NORWICH</u> | <u>NY</u> | <u>13815</u>  |  |  |   |  |  |  |
| (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 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                      |  |  |   |
| <u>NBT Bancorp Inc. Common Stock</u> | <u>12/31/2020</u>                    |  | <u>J</u>                       | <u>106.117</u>  | <u>A</u>   | <u>\$0.0<sup>(1)</sup></u> | <u>6,700.296</u>   | <u>D</u>   |   |

**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 |
| <u>Phantom Stock</u>                       | <u>(2)</u>   | <u>12/31/2020</u>                    |  | <u>J</u>                       | <u>67<sup>(3)</sup></u>  |     | <u>(2)</u>   | <u>(2)</u>      | <u>NBT Bancorp Inc. Common Stock</u>  | <u>67</u>                                  | <u>\$0.0</u>   | <u>2,145</u>  | <u>D</u>   |       |

**Explanation of Responses:**

- Shares were purchased through a Dividend Reinvestment Plan from 1/1/2020 to 12/31/2020.
- Each share of phantom stock is deemed invested in one share of NBT Bancorp Inc. common stock pursuant to the terms of the Deferred Compensation Plan.
- Shares were purchased through payroll deferral and/or dividend reinvestment from 1/1/2020 to 12/31/2020 through a NBT Bancorp Inc. deferred compensation plan.

By: Annette L. Burns, Power of Attorney For: Andrew S. Kowalczyk III 02/11/2021

\*\* 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.