

WOODWARD GOVERNOR CO  
Form 8-K  
April 23, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 21, 2009

Woodward Governor Company

(Exact name of registrant as specified in its charter)

Delaware

0-8408

36-1984010

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 E. Drake Road, Fort Collins, Colorado

80525

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

970-482-5811

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Top of the Form**

**Item 8.01 Other Events.**

On April 21, 2009, the Board of Directors of Woodward Governor Company approved a quarterly cash dividend of \$0.06 per share, payable on June 1, 2009 to shareholders of record as of the close of business on May 18, 2009.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release of Woodward Governor dated April 21, 2009

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**Top of the Form**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Woodward Governor Company

*April 22, 2009*

By: *A. Christopher Fawzy*

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*Name: A. Christopher Fawzy  
Title: Vice President, General Counsel and Corporate  
Secretary*

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**Top of the Form**

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Woodward Governor Company dated April 21, 2009

"DISPLAY: inline; FONT-FAMILY: Times New Roman; FONT-SIZE: 10pt">Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1)	Amount Previously Paid:
(2)	Form, Schedule or Registration Statement No.:
(3)	Filing Party:
(4)	Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on March 09, 2012

EMCORE CORPORATION

Meeting Information

Meeting Type:	Annual Meeting
For holders as of:	January 12, 2012
Date:	March 09, 2012 Time:
Location:	10:00 AM PST
	EMCORE Corporation
	2015 Chestnut Street
	Alhambra, CA 91803

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —  
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before February 21, 2012 to facilitate timely delivery.

— How To Vote —  
Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees:

01 John Gillen    02 James A. Tegnalia

The Board of Directors recommends you vote FOR the following proposal(s):

2. To ratify the selection of KPMG LLP as EMCORE's independent registered public accounting firm for the fiscal year ending September 30, 2012.
3. To approve the adoption of the EMCORE Corporation 2012 Equity Incentive Plan.
4. To approve an increase in the number of shares of common stock reserved for issuance under the EMCORE Corporation 2000 Employee Stock Purchase Plan.
5. To approve, on an advisory basis, executive compensation of EMCORE's Named Executive Officers.

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NOTE: In the discretion of the proxies for such other business as may properly come before the meeting or any adjournment thereof.

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Voting  
Instructions

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Thomas M. Poitras, Age 45,  
Vice President and Secretary

Secretary of TrustCo and Trustco Bank since 2005. Vice President of Trustco Bank since 2001 and Executive Officer of TrustCo and Trustco Bank since 2005. Joined Trustco Bank in 1986.

2005

Robert M. Leonard, Age 45,  
Administrative Vice President and Assistant Secretary

Assistant Secretary of TrustCo and Trustco Bank since 2003. Administrative Vice President of TrustCo and Trustco Bank since 2004. Executive Officer of TrustCo and Trustco Bank since 2003. Joined Trustco Bank in 1986.

2003

Sharon J. Parvis, Age 57,  
Vice President and Assistant Secretary

Assistant Secretary of TrustCo and Trustco Bank since 2005. Vice President of Trustco Bank since 1996 and Executive Officer of TrustCo and Trustco Bank since 2005. Joined Trustco Bank in 1987.

2005

Each executive officer is elected by the Board of Directors to serve until election of his successor.

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## PART II

## Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

TrustCo's common stock is traded on The Nasdaq Stock Market, LLC under the symbol "TRST." Information with respect to the range of high and low sales prices for TrustCo's common stock, and with respect to the frequency and amount of cash dividends declared on the common stock, is set forth on page [1] of TrustCo's Annual Report to Shareholders for the year ended December 31, 2007. TrustCo had 14,384 shareholders of record as of February 22, 2008, and the closing price of TrustCo's common stock on that date was \$9.32.

The following table provides information, as of December 31, 2007, regarding securities authorized for issuance under TrustCo's equity compensation plans.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	4,416,777	\$ 10.92	598,500
Equity compensation plans not approved by security holders	None	None	None
Total	4,416,777	\$ 10.92	598,500

The following table provides information with respect to purchases of shares of TrustCo's common stock made by or on behalf of TrustCo in the fourth quarter of the year ended December 31, 2007.

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## Purchases of Equity Securities

2007 Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number Of Shares That May Yet Be Purchased Under the Plans or Programs
October 1-31	0	0	0	N/A
November 1-30	0	0	0	N/A
December 1-31	0	0	0	N/A
Total	0	0	0	N/A

In the TrustCo's Annual Report to Shareholders for the year ended December 31, 2007, which is filed as Exhibit 13 hereto, contains a graph comparing the yearly percentage change in the Company's cumulative total shareholder return on its common stock with the cumulative return of the Russell 2000 and the SNL Superregional Banks. Such graph is incorporated herein by reference.

No shares were purchased through a publicly announced plan or program. Previously purchases have been made in open-market transactions to provide shares for issuance upon exercise of outstanding stock options issued by the Company and to provide shares for issuance under the Company's dividend reinvestment plan.

## Item 6. Selected Financial Data

TrustCo's Annual Report to Shareholders for the year ended December 31, 2007, which is filed as Exhibit 13 hereto, is incorporated herein by reference.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

TrustCo's Annual Report to Shareholders for the year ended December 31, 2007, which is filed as Exhibit 13 hereto, are incorporated herein by reference.

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

TrustCo's Annual Report to Shareholders for the year ended December 31, 2007, which is filed as Exhibit 13 hereto, are incorporated herein by reference.

## Item 8. Financial Statements and Supplementary Data

The consolidated financial statements, together with the report thereon of KPMG LLP included in the TrustCo's Annual Report to Shareholders for the year ended December 31, 2007, which is filed as Exhibit 13 hereto, are incorporated herein by reference.



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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures are procedures that are designed with the objective of ensuring that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934, such as this Form 10-K, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to satisfy the objectives for which they are designed.

Management's Report on Internal Control over Financial Reporting, together with the report thereon of KPMG LLP, is included in TrustCo's Annual Report to Shareholders for the year ended December 31, 2007, which is filed as Exhibit 13 hereto and incorporated herein by reference.

Subsequent to the date of Management's evaluation and since September 30, 2007, there were no significant changes in the Company's internal controls, including internal controls over financial reporting, or in other factors that could significantly affect these controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information in TrustCo's Proxy Statement filed for its Annual Meeting of Shareholders to be held May 19, 2008 under the following captions is incorporated herein by reference: "Information on TrustCo Directors and Nominees" and "Information on TrustCo Executive Officers", and "Section 16(a) Beneficial Ownership Reporting Compliance". TrustCo has adopted a code of conduct that applies to all employees, including its principal executive, financial and accounting officers. A copy of this code of conduct will be provided without charge upon written request. Requests and inquiries should be directed to: Robert M. Leonard, Administrative Vice President, TrustCo Bank Corp NY, P.O. Box 1082, Schenectady, New York 12301-1082. The required information regarding TrustCo's executive officers is contained in PART I in the item captioned "Executive Officers of TrustCo."

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Under rules adopted by the SEC, TrustCo is required to disclose whether it has an “audit committee financial expert” serving on its Audit Committee. The Board has determined that none of the members of the Audit Committee meet the definition of “audit committee financial expert” as defined in those rules. The Board believes that in order to fulfill all the functions of the Board and the Audit Committee, each member of the Board and the Audit Committee should meet all the criteria that have been established by the Board for Board membership and that it is not in the best interests of the Company to nominate as a director someone who does not have all the experience, attributes and qualifications that TrustCo seeks. Further, the Board believes that the present members of the Audit Committee have sufficient knowledge and experience in financial affairs to effectively perform their duties.

TrustCo’s Audit Committee consists of five non-employee directors, each of whom has been selected for the Audit Committee by the Board based on a determination that they are fully qualified to monitor the performance of management, the public disclosures by the Company of its financial condition and performance, the Company’s internal accounting operations and our independent auditors. Members of the committee include William D. Powers (Chairman), Joseph Lucarelli, Thomas O. Maggs, Anthony J. Marinello, M.D., Ph.D., and William J. Purdy. The Audit Committee has the ability on its own to retain independent accountants or other consultants whenever it deems appropriate, and has, in fact, retained Marvin & Co., an independent accounting firm, as a consultant to the committee. Further, the Audit Committee receives directly or has access to extensive information from reviews and examinations by the Company’s internal auditor, independent auditor and the various banking regulatory agencies having jurisdiction over the Company and its subsidiaries.

Item 11. Executive Compensation

The information under the captions "TrustCo and Trustco Bank Executive Officer Compensation" and "TrustCo Retirement Plans" included in TrustCo's Proxy Statement filed for its Annual Meeting of Shareholders to be held May 19, 2008, is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information under the captions "Information on TrustCo Directors and Nominees," and "Information on TrustCo Executive Officers," and "Ownership Of TrustCo Common Stock By Certain Beneficial Owners" in TrustCo's Proxy Statement filed for its Annual Meeting of Shareholders to be held May 19, 2008, is incorporated herein by reference. Additional information concerning the Company’s equity compensation plan is set forth in Item 5 hereof.

Item 13. Certain Relationships and Related Transactions

The information under the caption "Transactions with TrustCo and Trustco Bank Directors, Executive Officers and Associates" included in TrustCo's Proxy Statement filed for its Annual Meeting of Shareholders to be held May 19, 2008 is incorporated herein by reference.

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## Item 14. Principal Accountant Fees and Services

The following table presents fees for professional audit services rendered by KPMG LLP (“KPMG”) for the 2007 and 2006 audits of TrustCo’s annual consolidated financial statements and the effectiveness of internal controls over financial reporting, and fees billed for other services provided by KPMG during 2007 and 2006.

	2007	2006
Audit Fees	\$ 399,000	\$ 340,000
Audit Related Fees(1)	15,000	12,000
Tax Fees(2)	255,290	117,600
All Other Fees(3)	68,800	87,950
Total Fees	\$ 738,090	\$ 557,550

(1) For 2007 and 2006, audit related fees included audit and accounting related services.

(2) For 2007 tax fees consisted of tax return preparation services, and tax advice, such as assistance with tax audits. For 2006, tax fees included tax return preparation and other tax compliance services.

(3) For 2007, all other fees consisted of accounting research and consultation on emerging accounting standards and tax planning services. For 2006, all other fees included tax planning services.

It is the Audit Committee is policy to preapprove all audit and nonaudit services provided by the Company’s independent auditors. In certain circumstances the chairman has authority to preapprove services from the Company’s independent accountants, which are then reviewed and approved at the next Audit Committee meeting. As such, all of the services described above were approved by the Audit Committee.

## PART IV

## Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

The following financial statements of TrustCo and its consolidated subsidiaries, and the accountants' report thereon are filed as a part of this report.

Consolidated Statements of Condition -- December 31, 2007 and 2006.

Consolidated Statements of Income -- Years Ended December 31, 2007, 2006, and 2005.

Consolidated Statements of Changes in Shareholders' Equity -- Years Ended December 31, 2007, 2006, and 2005.

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Consolidated Statements of Cash Flows -- Years Ended December 31, 2007, 2006, and 2005.

Notes to Consolidated Financial Statements.

Financial Statement Schedules

Not Applicable. All required schedules for TrustCo and its subsidiaries have been included in the consolidated financial statements or related notes thereto.

Supplementary Financial Information

Summary of Unaudited Quarterly Financial Information for the years ended December 31, 2007 and 2006.

The following exhibits are incorporated herein by reference:\*

Exhibit

No.	Description
3(i)	Amended and Restated Certificate of Incorporation of TrustCo Bank Corp NY, dated July 27, 1993, as amended.
3(ii)	Amended and Restated Bylaws of TrustCo Bank Corp NY, dated February 20, 2007
10(a)	Amended and Restated Trust For Deferred Benefits Provided under Employment Agreements of Trustco Bank, National Association and TrustCo Bank Corp NY, dated September 18, 2001.
10(b)	Amended and Restated Trust Under Non-Qualified Deferred Compensation Plans of Trustco Bank, National Association and TrustCo Bank Corp NY, dated September 18, 2001.
10(c)	Amended and Restated Trustco Bank, National Association and TrustCo Bank Corp NY Supplemental Retirement Plan, dated September 18, 2001.
10(d)	Amended and Restated TrustCo Bank Corp NY Performance Bonus Plan, dated September 18, 2001.
10(e)	Amended and Restated Trustco Bank, National Association Executive Officer Incentive Plan, dated September 18, 2001.
10(f)	Amended and Restated Employment Agreements Between Trustco Bank, National Association, TrustCo Bank Corp NY and each of Robert T. Cushing and Robert J. McCormick dated September 18, 2001.
10(g)	Amended and Restated TrustCo Bank Corp NY 1995 Stock Option Plan, dated September 18, 2001.

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- 10(h) Amended and Restated TrustCo Bank Corp NY Directors Stock Option Plan, dated September 18, 2001.
- 10(i) Amended and Restated TrustCo Bank Corp NY Directors Performance Bonus Plan, dated September 18, 2001.
- 10(j) Amended and Restated Trustco Bank, National Association Deferred Compensation Plan for Directors, dated September 18, 2001.
- 10(k) Consulting Agreement Between TrustCo Bank Corp NY and Robert A. McCormick, dated October 11, 2002.
- 10(l) Amendment No.1 to Amended and Restated TrustCo Bank Corp NY Performance Bonus Plan, dated November 25, 2003.
- 10(m) Amended and Restated Employment Agreement between Trustco Bank, TrustCo Bank Corp NY and Scot R. Salvador, dated January 1, 2004.
- 10(n) Service Bureau Processing Agreement by and between Fidelity Information Services, Inc. and TrustCo Bank Corp NY, dated March 3, 2004.
- 10(o) Master Service Agreement by and between Sungard Wealth Management Services, LLC and TrustCo Bank Corp NY dated April 1, 2004 (portions omitted pursuant to a request for confidential treatment).
- 10(p) 2004 TrustCo Directors Stock Option Plan
- 10(q) 2004 TrustCo Stock Option Plan
- 10(r) 2005 Amended and Restated Trustco Bank Deferred Compensation Plans for Directors, dated December 20, 2005.
- 10(s) Amendment No. 1 to Amended and Restated 1995 TrustCo Bank Corp NY Stock Option Plan, dated December 20, 2005.
- 10(t) Amendment No. 2 to Amended and Restated 1995 TrustCo Bank Corp NY Stock Option Plan, dated December 28, 2005.
- 10(u) Amendment No. 1 to 2004 TrustCo Bank Corp NY Stock Option Plan, dated December 20, 2005.
- 10(v) Amendment No. 2 to 2004 TrustCo Bank Corp NY Stock Option Plan, dated December 28, 2005.
- 10(w) Amendment No. 1 to Amended and Restated TrustCo Bank Corp NY Directors Stock Option Plan, dated December 28, 2005.
- 10(x) Amendment No. 1 to 2004 TrustCo Bank Corp NY Directors Stock Option Plan, dated December 28, 2005.



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10(y) Restatement of Trustco Bank Senior Incentive Plan dated January 1, 2006.

10(z) Amendment No. 3 to the Amended and Restated Trustco Bank Executive Officer Incentive Plan.

11 Computation of Net Income Per Common Share.

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\*The exhibits included under Exhibit 10 constitute all management contracts, compensatory plans and arrangements required to be filed as an exhibit to this form pursuant to Item 15 of this report.

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The following exhibits are filed herewith:

Exhibit No.	Description
13	Portions of Annual Report to Security Holders of TrustCo for the year ended December 31, 2007.
21	List of Subsidiaries of TrustCo.
23	Consent of Independent Registered Public Accounting Firm.
24	Power of Attorney.
31(i)(a)	Rule 13a-14(a)/15d-14(a) Certification of Robert J. McCormick, principal executive officer.
31(i)(b)	Rule 13a-14(a)/15d-14(a) Certification of Robert T. Cushing, principal financial officer.
32	Section 1350 Certifications of Robert J. McCormick, principal executive officer and Robert T. Cushing, principal financial officer.
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TrustCo Bank Corp NY

By: /s/ Robert T. Cushing  
Robert T. Cushing  
Executive Vice President and  
Chief Financial Officer

Date: February 28, 2008

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## Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Name and Signature	Title	Date
/s/ Robert J. McCormick Robert J. McCormick	President and Chief Executive Officer (principal executive officer)	February 19, 2008
/s/ Robert T. Cushing Robert T. Cushing	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	February 19, 2008
* Joseph Lucarelli	Director	February 19, 2008
* Thomas O. Maggs	Director	February 19, 2008
* Dr. Anthony J. Marinello	Director	February 19, 2008
* Robert A. McCormick	Director	February 19, 2008
* William D. Powers	Director	February 19, 2008
* William J. Purdy	Director	February 19, 2008

\* /s/ Thomas Poitras

By:

Thomas Poitras, as Agent  
Pursuant to Power of Attorney

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## Exhibit Index

Exhibit No.	Description
3(i)	Amended and Restated Certificate of Incorporation of TrustCo Bank Corp NY, as amended, incorporated by reference to, Exhibit 3(i)a to TrustCo Bank Corp NY's Quarterly Report on Form 10-Q, for the quarter ended June 30, 2006.
3(ii)	Amended and Restated Bylaws of TrustCo Bank Corp NY, dated February 20, 2007, incorporated by reference to Exhibit 3(ii) to TrustCo Bank Corp NY's Report on Form 8-K, filed February 20, 2007.
10(a)	Amended and Restated Trust For Deferred Benefits Provided under Employment Agreements of Trustco Bank, National Association and TrustCo Bank Corp NY, dated September 18, 2001 incorporated by reference to Exhibit 10(b) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
10(b)	Amended and Restated Trust Under Non-Qualified Deferred Compensation Plans of Trustco Bank, National Association and TrustCo Bank Corp NY, dated September 18, 2001, incorporated by reference to, Exhibit 10(c) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
10(c)	Amended and Restated Trustco Bank, National Association and TrustCo Bank Corp NY Supplemental Retirement Plan, dated September 18, 2001 incorporated by reference to, Exhibit 10(f) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
10(d)	Amended and Restated TrustCo Bank Corp NY Performance Bonus Plan, dated September 18, 2001 incorporated by reference to, Exhibit 10(g) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
10(e)	Amended and Restated Trustco Bank, National Association Executive Officer Incentive Plan, dated September 18, 2001 incorporated by reference to, Exhibit 10(h) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
10(f)	Amended and Restated Employment Agreements Between Trustco Bank, National Association, TrustCo Bank Corp NY and each of Robert T. Cushing and Robert J. McCormick dated September 18, 2001 incorporated by reference to, Exhibit 10(i) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.

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Exhibit Index

- 10(g) Amended and Restated TrustCo Bank Corp NY 1995 Stock Option Plan, dated September 18, 2001 incorporated by reference to, Exhibit 10(k) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
- 10(h) Amended and Restated TrustCo Bank Corp NY Directors Stock Option Plan, dated September 18, 2001 incorporated by reference to, Exhibit 10(l) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
- 10(i) Amended and Restated TrustCo Bank Corp NY Directors Performance Bonus Plan, dated September 18, 2001 incorporated by reference to, Exhibit 10(m) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
- 10(j) Amended and Restated Trustco Bank Deferred Compensation Plan for Directors, dated September 18, 2001 incorporated by reference to, Exhibit 10(n) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2001.
- 10(k) Consulting Agreement Between TrustCo Bank Corp NY and Robert A. McCormick, dated October 11, 2002 incorporated by reference to, Exhibit 10(a) to TrustCo Bank Corp NY's Quarterly Report on Form 10-Q, for the quarter ended September 30, 2002.
- 10(l) Amendment No. 1 to Amended and Restated TrustCo Bank Corp NY Performance Bonus Plan, dated November 25, 2003 incorporated by reference to, Exhibit 10(m) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2003.
- 10(m) Amended and Restated Employment Agreement between Trustco Bank, TrustCo Bank Corp NY, and Scot R. Salvador, dated January 1, 2004 incorporated by reference to, Exhibit 10(a) to TrustCo Bank Corp NY's Quarterly Report on Form 10-Q, for the quarter ended March 31, 2004.
- 10(n) Service Bureau Processing Agreement by and between Fidelity Information Services, Inc. and TrustCo Bank Corp NY dated March 3, 2004 incorporated by reference to, Exhibit 10(b) to TrustCo Bank Corp NY's Quarterly Report on Form 10-Q, for the quarter ended March 31, 2004.
- 10(o) Master Service Agreement by and between Sungard Wealth Management Services, LLC and TrustCo Bank Corp NY dated April 1, 2004 (portions omitted pursuant to a request for confidential treatment) incorporated by reference to Exhibit 10(a) to TrustCo Bank Corp NY's Quarterly Report on Form 10-Q, for the quarter ended June 30, 2004.

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Exhibit Index

10(p)	2004 TrustCo Directors Stock Option Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 (File No. 333-115689), filed May 20, 2004).
10(q)	2004 TrustCo Stock Option Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 (File No. 333-115674), filed May 20, 2004).
10(r)	2005 Amended and Restated Trustco Bank Deferred Compensation Plan for Directors, dated December 20, 2005, incorporated by reference to Exhibit 10(s) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2005.
10(s)	Amendment No. 1 to Amended and Restated 1995 TrustCo Bank Corp NY Stock Option Plan, dated December 20, 2005, incorporated by reference to Exhibit 10(v) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2005.
10(t)	Amendment No. 2 to Amended and Restated 1995 TrustCo Bank Corp NY Stock Option Plan, dated December 28, 2005, incorporated by reference to Exhibit 10(w) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2005.
10(u)	Amendment No. 1 to 2004 TrustCo Bank Corp NY Stock Option Plan, dated December 20, 2005, incorporated by reference to Exhibit 10(x) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2005.
10(v)	Amendment No. 2 to 2004 TrustCo Bank Corp NY Stock Option Plan, dated December 28, 2005, incorporated by reference to Exhibit 10(y) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2005.
10(w)	Amendment No. 1 to Amended and Restated TrustCo Bank Corp NY Directors Stock Option Plan, dated December 28, 2005, incorporated by reference to Exhibit 10(z) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2005.
10(x)	Amendment No. 1 to 2004 TrustCo Bank Corp NY Directors Stock Option Plan, dated December 28, 2005, incorporated by reference to Exhibit 10(aa) to TrustCo Bank Corp NY's Annual Report on Form 10-K, for the year ended December 31, 2005.
10(y)	Restatement of Trustco Bank Senior Incentive Plan dated January 1, 2006, incorporated by reference to Exhibit 10(a) to TrustCo Bank Corp 's Quarterly Report on Form 10-Q, for the quarter ended March 31, 2006.

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Exhibit Index

<u>10(z)</u>	Amendment No. 3 to the Amended and Restated Trustco Bank Executive Officer Incentive Plan, incorporated by reference to Exhibit 99 to TrustCo Bank Corp NY's Report on Form 8-K, filed December 19, 2006.
<u>11</u>	Computation of Net Income Per Common Share. Note 13 of TrustCo's Annual Report to Shareholders for the year ended December 31, 2007 is incorporated herein by reference.
<u>13</u>	Portions of Annual Report to Security Holders of TrustCo for the year ended December 31, 2007, filed herewith.
<u>21</u>	List of Subsidiaries of TrustCo, filed herewith.
<u>23</u>	Consent of Independent Registered Public Accounting Firm, filed herewith.
<u>24</u>	Power of Attorney, filed herewith.
<u>31(i)(a)</u>	Rule 13a-14(a)/15d-14(a) Certification of Robert J. McCormick, principal executive officer, filed herewith.
<u>31(i)(b)</u>	Rule 13a-14(a)/15d-14(a) Certification of Robert T. Cushing, principal financial officer, filed herewith.
<u>32</u>	Section 1350 Certifications of Robert J. McCormick, principal executive officer and Robert T. Cushing, principal financial officer, filed herewith.



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GRAPHICS APPENDIX

Omitted Charts		Cross Reference to Page of Annual Report
1	Taxable Equivalent Net Interest Income	8
2	Efficiency Ratio	22

The charts listed above were omitted from the EDGAR version of Exhibit 13; however, the information depicted in the charts was adequately discussed and/or displayed in the tabular information within Management's Discussion and Analysis section of the Annual Report.