CUSHING ROBERT T

Form 4

November 17, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

(Middle)

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **CUSHING ROBERT T**

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

TRUSTCO BANK CORP N Y

[TRST]

Director

10% Owner _ Other (specify

X_ Officer (give title below) CF0 & EXECUTIVE VICE PRESIDENT

C/O TRUSTCO BANK CORP NY, 5 11/15/2011

SARNOWSKI DRIVE

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

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

Person

Issuer

GLENVILLE, NY 12302

(City)	(State) (Zi	Table 1	- Non-Der	ivative Sec	curities	s Acqu	ired, Disposed of	, or Beneficiall	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	11/15/2011		A <u>(1)</u>	15,000	A	\$0	15,001 (2)	D	
COMMON STOCK							507,573	I	BY WIFE

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

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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. Transactic Code (Instr. 8)	5. Number of or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of
OPTION:	\$ 5.14	11/15/2011		A(3)	75,000	11/15/2011	11/15/2021	COMMON	7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CUSHING ROBERT T C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302

CF0 & EXECUTIVE VICE PRESIDENT

Signatures

RT-TO-BUY

ROBERT T. 11/17/2011 CUSHING

**Signature of Reporting 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) THE REPORTED TRANSACTION INVOLVES AN AWARD OF RESTRICTED STOCK ISSUED UNDER THE 2010 EQUITY PLAN.
- (2) ADDITIONAL SHARES ACQUIRED BY REPORTING PERSON'S PARTICIPATION IN DIVIDEND REINVESTMENT AND/OR EMPLOYEE BENEFIT PLAN WITH DIVIDEND REINVESTMENT FEATURE
- (3) GRANT TO REPORTING PERSON OF OPTION TO BUY 75,000 SHARES OF COMMON STOCK AS OF 11/15/2011 DATE OF GRANT.

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.

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