Edgar Filing: TRUSTCO BANK CORP N Y - Form 4

TRUSTCO Form 4	BANK CORP N	Y						
November	19, 2014							
FORM	ЛД						PPROVAL	
	UNITED	STATES SE	OMB Number:	3235-0287				
Check t if no lor subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	Washington, D.C. 20549 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)							
	Address of Reporting IICK ROBERT J	Sym TR	Issuer Name and ' ^{lbol} USTCO BANE RST]	-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (TCO BANK COI SKI DRIVE	(Mo	ate of Earliest Tra nth/Day/Year) 18/2014	insaction	X Director X Officer (give below) Pre		% Owner her (specify	
GLENVIL	Filed(Month/Day/Year) Appl: _X_1 ENVILLE NY 12302 — F					Individual or Joint/Group Filing(Check oplicable Line) {_ Form filed by One Reporting Person _ Form filed by More than One Reporting		
		(7:n)			Person			
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	Execution Date, any	3. 4 , if TransactionA	(A) or	5. Amount of Securities H Beneficially (Owned (7. Nature of Indirect	
Reminder: Re	port on a separate line	e for each class of	f securities benefic	information cont required to respo	or indirectly. pond to the collec ained in this form and unless the for atly valid OMB cor	are not m	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie

number.

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option: RT-TO-BUY	\$ 7.22	11/18/2014		А	50,000	<u>(1)</u>	11/18/2024	Common Stock	50,00
Restricted Stock Unit	<u>(2)</u>	11/18/2014		А	16,250	(3)	(3)	Common Stock	16,2:

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
MCCORMICK ROBERT J C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302	Х		President & CEO			
Signatures						
Robert T. Cushing, By Power of Attorney		11/19/2014	4			
**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) The options vest over five equal annual installments beginning November 18, 2015.
- (2) Each restricted stock unit represents a contingent right to receive a payment in cash equal to the value of a share of issued common stock.
- (3) The restricted stock units "vest" in whole on November 18, 2017. Settlement of the restricted stock units will be made in cash only.

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.