

TRUSTCO BANK CORP N Y
Form 4
November 04, 2008

FORM 4

**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).

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)

1. Name and Address of Reporting Person *
MCCORMICK ROBERT J

2. Issuer Name and Ticker or Trading Symbol
TRUSTCO BANK CORP N Y [TRST]

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

(Last) (First) (Middle)
C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRESIDENT & CEO

GLENVILLE, NY 12302

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK	10/31/2008		M	52,900 A \$ 10	378,567	D	
COMMON STOCK	10/31/2008		M	52,900 A \$ 9.47	431,467	D	
COMMON STOCK	10/31/2008		M	52,900 A \$ 9.75	484,367	D	
COMMON STOCK	10/31/2008		M	150,000 A \$ 11.83	634,367	D	
COMMON STOCK	10/31/2008		S	285,835 D \$ 12.17	348,532	D	

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

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(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 Underlying Security (Instr. 3)
OPTION:RT-TO-BUY	\$ 10	10/31/2008		M	52,900	06/24/1999 06/24/2009	CO
OPTION:RT-TP-BUY	\$ 9.47	10/31/2008		M	52,900	01/18/2000 01/18/2010	CO
OPTION:RT-TO-BUY	\$ 9.75	10/31/2008		M	52,900	03/16/2001 03/16/2011	CO
OPTION:RT-TO-BUY	\$ 11.83	10/31/2008		M	150,000	07/24/2002 07/24/2012	CO

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCORMICK ROBERT J C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DR GLENVILLE, NY 12302			PRESIDENT & CEO	

Signatures

ROBERT T. CUSHING, BY POWER OF ATTORNEY
Date: 11/04/2008

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).

Remarks:

ADDITIONAL SHARES ACQUIRED BY REPORTING PERSON'S PARTICIPATION IN DIVIDEND REINVESTMENT A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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