

TRUSTCO BANK CORP N Y
Form 4
November 24, 2015

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 *
Poitras Thomas M

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 DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2015

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP & ASSISTANT SECRETARY

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
COMMON STOCK	11/20/2015		M		1,500 (1) \$ 0 37,742	D	
COMMON STOCK	11/20/2015		D		1,500 (1) \$ 6.47 36,242	D	
COMMON STOCK					69 (4)	I	BY FAMILY

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

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SEC 1474 (9-02)

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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. 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
RESTRICTED STOCK UNIT	\$ 0 ⁽²⁾	11/20/2015		M	1,500	⁽³⁾ ⁽³⁾	COMMON	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poitras Thomas M C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302			VP & ASSISTANT SECRETARY	

Signatures

By Power of Attorney, Michael M. Ozimek 11/24/2015

**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) Reflects cash settlement of 1,500 restricted stock units that settled only for cash.
- (2) Each restricted stock unit represents a contingent right to receive a payment in cash equal to the value of one share of Issuer Common Stock on the settlement date.
- (3) The restricted stock units "vested" in whole November 20, 2015 and were settled in cash.
- (4) The officer no longer has a pecuniary interest in certain shares of family members and therefore these shares have been excluded from the indirect total.

Remarks:

Additional shares acquired by reporting person's participating in dividend reinvestment and/or employee benefit plan with divi

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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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