

TRUSTCO BANK CORP N Y  
Form 8-K  
May 18, 2012

---

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): May 17, 2012

TrustCo Bank Corp NY  
(Exact name of registrant as specified in its charter)

NEW YORK  
State or Other Jurisdiction of  
Incorporation or Organization

0-10592  
Commission File No.

14-1630287  
I.R.S. Employer  
Identification Number

5 SARNOWSKI DRIVE, GLENVILLE, NEW YORK 12302  
(Address of principal executive offices)

(518) 377-3311  
(Registrant's Telephone Number,  
Including Area Code)

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))
- 
- 
-

## TrustCo Bank Corp NY

## Item 5.07. Submission of Matters to a Vote of Security Holders

1. The Company held its regular annual shareholder meeting on May 17, 2012. Thomas O. Maggs, William J. Purdy and Robert J. McCormick were elected as directors for three-year terms expiring at TrustCo's 2015 Annual Meeting. Shareholders approved the Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers. The appointment of Crowe Horwath LLP as TrustCo's independent auditors for 2012 was ratified by shareholders. The table below provides the vote count for each matter voted on.

	For	Withhold	For as a percentage of total shares voted		Broker Non-Vote
Thomas O. Maggs	68,827,036	3,118,045	82.2	%	11,746,558
William J. Purdy	68,514,008	3,431,073	81.8	%	11,746,558
Robert J. McCormick	68,981,096	2,963,985	82.4	%	11,746,558

	For	Against	Abstain	For as a percentage of total shares voted		Broker Non-Vote
Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers	63,904,044	5,634,063	2,406,974	76.4	%	11,746,558

	For	Against	Abstain	For as a percentage of total shares voted		Broker Non-Vote
Ratification of Crowe Horwath LLP	81,230,936	1,646,254	814,449	97.1	%	11,746,558

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 thereunto duly authorized.

Dated: May 18, 2011

TrustCo Bank Corp NY  
(Registrant)

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

---