

TRUSTCO BANK CORP N Y
Form 4
November 23, 2016

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 *
SCHRECK ERIC W

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Treasurer

C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DRIVE

11/21/2016

(Street)

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

GLENVILLE, NY 12302

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| COMMON STOCK | 11/21/2016 | | M | A | \$ 5.14 | 86,878 | D |
| COMMON STOCK | 11/21/2016 | | M | A | \$ 5.17 | 88,578 | D |
| COMMON STOCK | 11/21/2016 | | M | A | \$ 6.43 | 90,028 | D |
| COMMON STOCK | 11/21/2016 | | F | D | \$ 8.15 | 85,913 | D |
| COMMON STOCK | | | | | | 772 | I BY WIFE |

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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 and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| OPTION: RT-TO-BUY | \$ 5.14 | 11/21/2016 | | M | 3,000 | ⁽¹⁾ 11/15/2021 | COMMON STOCK | 3,000 |
| OPTION: RT-TO-BUY | \$ 5.17 | 11/21/2016 | | M | 1,700 | ⁽²⁾ 11/20/2022 | COMMON STOCK | 1,700 |
| OPTION: RT-TO-BUY | \$ 6.43 | 11/21/2016 | | M | 1,450 | ⁽³⁾ 11/17/2025 | COMMON STOCK | 1,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHRECK ERIC W C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302 | | | Treasurer | |

Signatures

/S/ MICHAEL M. OZIMEK, BY POWER OF ATTORNEY
11/23/2016

**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) Award vests in equal installments from the first through fifth year following the award date, beginning November 15, 2012.

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(2) Award vests in equal installments from the first through fifth year following the award date, beginning November 20, 2013.

(3) Award vests in equal installments from the first through fifth year following the award date, beginning November 17, 2016.

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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