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NBT BANCORP INC  
Form S-8 POS  
December 03, 2001

As filed with the Securities and Exchange Commission on December 3, 2001

Registration No. 333-66472

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-4  
ON  
FORM S-8  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

NBT BANCORP INC.  
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(Exact name of registrant as specified in its charter)

Delaware  
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(State or other jurisdiction of  
incorporation or organization)

16-1268674  
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(I.R.S. Employer  
Identification No.)

52 South Broad Street, Norwich, New York 13815  
(Address of Principal Executive Offices) (Zip Code)

DARYL R. FORSYTHE  
President and Chief Executive Officer  
NBT BANCORP INC.

52 South Broad Street, Norwich, New York 13815 (607) 337-2265  
-----

(Name, address and telephone number of agent for service)

Copy to:  
BRIAN D. ALPRIN, ESQ.  
LAURENCE S. LESE, ESQ.  
DUANE, MORRIS & HECKSCHER LLP  
1667 K Street, N.W., Suite 700  
Washington, D.C. 20006  
(202) 776-7800

An Index to Exhibits is included on page 8 of this Form S-8.

The purpose of this post-effective amendment is to deregister a total of 61,428 shares of NBT common stock that were not issued upon completion of NBT's merger with CNB Financial Corp. on November 8, 2001 and that are not reserved for future issuance under the CNB Financial Corp. Incentive Stock Option Plan, as assumed by NBT Bancorp Inc.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Norwich, New York on this 30th day of November 2001.

NBT Bancorp Inc.

/s/ Darly R. Forsythe

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By: Daryl R. Forsythe  
Chairman of the Board of Directors,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	CAPACITY	DA
/s/ Daryl R. Forsythe ----- Daryl R. Forsythe	Chairman of the Board of Directors, President, and Chief Executive Officer (Principal Executive Officer)	No
* /s/ Michael J. Chewens ----- Michael J. Chewens	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	No
* /s/ J. Peter Chaplin ----- J. Peter Chaplin	Director	No
*./s/ Richard Chojnowski ----- Richard Chojnowski	Director	No
* /s/ Gene E. Goldenziel ----- Gene E. Goldenziel	Director	No
* /s/ Peter B. Gregory ----- Peter B. Gregory	Director	No
* /s/ William C. Gumble ----- William C. Gumble	Director	No

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\* /s/ Bruce D. Howe Director

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Bruce D. Howe

\* /s/ Andrew S. Kowalczyk, Jr. Director

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Andrew S. Kowalczyk, Jr.

\* /s/ John C. Mitchell Director

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John C. Mitchell

\* /s/ Joseph G. Nasser Director

-----

Joseph G. Nasser

\* /s/ William C. Owens Director

-----

William L. Owens

\* /s/ Paul O. Stillman Director

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Paul O. Stillman

\*By: /s/ Daryl R. Forsythe

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Daryl R. Forsythe, Attorney-in-Fact,  
Pursuant to Power of Attorney