

TRUSTCO BANK CORP N Y
Form 4/A
November 25, 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 *
OZIMEK MICHAEL 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)
11/18/2016

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & Senior Vice President

GLENVILLE, NY 12302

4. If Amendment, Date Original Filed(Month/Day/Year)
11/22/2016

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|---|--|-----------------------------------|--|
| | | | | (A) or (D) | Price | | | | |
| COMMON STOCK | 11/18/2016 | | M | V | 8,000 | \$ 5.14 | 15,087 | D | |
| COMMON STOCK | 11/18/2016 | | M | V | 3,200 | \$ 5.17 | 18,287 | D | |
| COMMON STOCK | 11/18/2016 | | F | V | 7,076 | \$ 8.15 | 11,211 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 | 11/18/2016 | | M | 8,000 (3) | (1) 11/15/2021 | COMMON STOCK | 8,000 |
| OPTION: RT-TO-BUY | \$ 5.17 | 11/18/2016 | | M | 3,200 (3) | (2) 11/20/2022 | COMMON STOCK | 3,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OZIMEK MICHAEL M C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302 | | | CFO & Senior Vice President | |

Signatures

/S/ MICHAEL M. OZIMEK 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.
- (2) Award vests in equal installments from the first through fifth year following the award date, beginning November 20, 2013.
- (3) The original Form 4 filed on November 22, 2016 is amended by this Form 4 amendment to clarify the disposition of options upon exercise.

Remarks:

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

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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