

POWERS WILLIAM D  
Form 4  
November 23, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
POWERS WILLIAM D

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)  
11/20/2018

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

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| COMMON STOCK                    | 11/21/2018                           |  | M                              | (3)   | 500 <sup>(1)</sup>  | A  | \$ 0 66,150   | D |
| COMMON STOCK                    | 11/21/2018                           |  | D                              | (3)   | 500 <sup>(1)</sup>  | D  | \$ 7.67 65,650  | D |

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 <sup>(2)</sup>                                    | 11/21/2018                           |  | M                              | 500   | <sup>(3)</sup> <sup>(3)</sup>                            | COMMON STOCK  | 500                        |
| RESTRICTED STOCK UNIT                      | <sup>(2)</sup>   | 11/20/2018                           |  | A                              | 2,000   | <sup>(4)</sup> <sup>(4)</sup>                            | COMMON STOCK  | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| POWERS WILLIAM D<br>C/O TRUSTCO BANK CORP NY<br>5 SARNOWSKI DRIVE<br>GLENVILLE, NY 12302 |               | X         |         |       |

## Signatures

/S/ MICHAEL M. OZIMEK, BY POWER OF ATTORNEY  
11/23/2018

\*\*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 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) One third of the restricted stock units awarded November 21, 2017 "vested" on November 21, 2018 and were settled in cash.
- (4) The restricted stock units "vest" in whole units in equal installments from the first through third year following the award date, beginning November 20, 2019. Settlement of the restricted stock units will be made in cash only.

### 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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