

TRUSTCO BANK CORP N Y

Form 4

November 24, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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

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

11/20/2015

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP & CFO

(Street)
GLENVILLE, NY 12302

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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. Code (Instr. 8)	4. Securities Acquired or Disposed of (A) or (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)
COMMON STOCK	11/20/2015		M	(A) or (D) Amount 1,500 (1) Price \$ 0	8,407	D	
COMMON STOCK	11/20/2015		D	(A) or (D) Amount 1,500 (1) Price \$ 6.47	6,907	D	

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RESTRICTED STOCK UNIT	\$ 0 ⁽²⁾	11/20/2015		M		1,500		⁽³⁾	⁽³⁾	COMMON	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OZIMEK MICHAEL M C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENNVILLE, NY 12302			SVP & CFO	

Signatures

Michael M.
Ozimek 11/24/2015

 **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 1,500 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) The restricted stock units "vested" in whole November 20, 2015 and were settled in cash.

Remarks:

Additional shares acquired by reporting person's participating in dividend reinvestment and/or employee benefit plan with dividend

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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