

TRUSTCO BANK CORP N Y

Form 4

November 23, 2016

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

OMB
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(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)
C/O TRUSTCO BANK CORP NY, 5
SARNOWSKI DRIVE

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

11/21/2016

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

(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. 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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	11/21/2016		M		3,000	A	\$ 5.14	86,878	D	
COMMON STOCK	11/21/2016		M		1,700	A	\$ 5.17	88,578	D	
COMMON STOCK	11/21/2016		M		1,450	A	\$ 6.43	90,028	D	
COMMON STOCK	11/21/2016		F		4,115	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
OPTION: RT-TO-BUY	\$ 5.14	11/21/2016		M		3,000		<u>(1)</u>	11/15/2021	COMMON STOCK	3,000
OPTION: RT-TO-BUY	\$ 5.17	11/21/2016		M		1,700		<u>(2)</u>	11/20/2022	COMMON STOCK	1,700
OPTION: RT-TO-BUY	\$ 6.43	11/21/2016		M		1,450		<u>(3)</u>	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 GLENNVILLE, 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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