

TRUSTCO BANK CORP N Y

Form 4/A

November 25, 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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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

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

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

CFO &amp; Senior Vice President

**C/O TRUSTCO BANK CORP NY, 5**  
**SARNOWSKI DRIVE**

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**GLENNVILLE, NY 12302**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON<br>STOCK                       | 11/18/2016                              |                                                             | M                                       | V Amount (A) or (D) Price<br>8,000 A \$ 5.14                               | 15,087                                                                                                             | D                                                                       |                                                                   |
| COMMON<br>STOCK                       | 11/18/2016                              |                                                             | M                                       | V Amount (A) or (D) Price<br>3,200 A \$ 5.17                               | 18,287                                                                                                             | D                                                                       |                                                                   |
| COMMON<br>STOCK                       | 11/18/2016                              |                                                             | F                                       | V Amount (A) or (D) Price<br>7,076 D \$ 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      |
| OPTION:<br>RT-TO-BUY                       | \$ 5.14                                                | 11/18/2016                           |                                                    | M                              | 8,000<br>(3)                                                                            | (1)<br>11/15/2021                                        | COMMON STOCK                                                  | 8,000                      |
| OPTION:<br>RT-TO-BUY                       | \$ 5.17                                                | 11/18/2016                           |                                                    | M                              | 3,200<br>(3)                                                                            | (2)<br>11/20/2022                                        | COMMON STOCK                                                  | 3,200                      |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships                    |
|------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                          | Director 10% Owner Officer Other |
| OZIMEK MICHAEL M<br>C/O TRUSTCO BANK CORP NY<br>5 SARNOWSKI DRIVE<br>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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.