MCCORMICK ROBERT J

Form 4

November 17, 2011

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

OMB APPROVAL

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response...

if no longer subject to Section 16. Form 4 or

Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * MCCORMICK ROBERT J

(First)

(Street)

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Symbol

TRUSTCO BANK CORP N Y

[TRST]

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below)

Issuer

PRESIDENT & CEO

(Check all applicable)

C/O TRUSTCO BANK CORP NY, 5 11/15/2011 SARNOWSKI DRIVE

(Middle)

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

GLENVILLE, NY 12302

(City)	(State) (Zi	p) Table l	I - Non-Der	rivative Sec	curities	Acqu	ired, Disposed of	f, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	11/15/2011		A(1)	30,000	A	\$0	610,120 (2)	D	
COMMON STOCK							429,704	I	BY TRUST (3)

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title]
OPTION: RT-TO-BUY	\$ 5.14	11/15/2011		A(4)	150,000	11/15/2011	11/15/2021	COMMON	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o their rune, runess	Director	10% Owner	Officer	Other			
MCCORMICK ROBERT J C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302	X		PRESIDENT & CEO				

Signatures

ROBERT T. CUSHING, BY POWER OF ATTORNEY 11/17/2011

**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) THE REPORTED TRANSACTION INVOLVES AN AWARD OF RESTRICTED STOCK ISSUED UNDER THE 2010 EQUITY PLAN.
- (2) ADDITIONAL SHARES ACQUIRED BY REPORTING PERSON'S PARTICIPATION IN DIVIDEND REINVESTMENT AND/OR EMPLOYEE BENEFIT PLAN WITH DIVIDEND REINVESTMENT FEATURE.
- (3) INDIRECT OWNERSHIP BY TRUST FROM MEMBERS OF REPORTING PERSONS IMMEDIATE FAMILY.
- (4) GRANT TO REPORTING PERSON OF OPTION TO BUY 150,000 SHARES OF COMMON STOCK AS OF 11/15/2011 DATE OF GRANT.

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.

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