

TRUSTCO BANK CORP N Y  
Form 4  
May 02, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**CUSHING ROBERT T**

(Last) (First) (Middle)

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

(Street)

**GLENVILLE, NY 12302**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TRUSTCO BANK CORP N Y  
[TRST]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/28/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Vice President & COO**

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

**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	04/28/2016		G		73,788	D	\$ 0 (1)
COMMON STOCK	04/28/2016		M		60,000	D	\$ 5.14
COMMON STOCK	04/28/2016		M		26,100	D	\$ 5.17
COMMON STOCK	04/28/2016		F		73,788	D	\$ 6.42
COMMON STOCK	04/28/2016		G		86,100	D	\$ 0 (2)

COMMON STOCK 529,340 I BY SPOUSE

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 displays a currently valid OMB control number. SEC 1474 (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)
OPTIONS: RT-TO-BUY	\$ 5.14	04/28/2016		M	60,000	<sup>(3)</sup> 11/15/2021	COMMON STOCK 60
OPTIONS: RT-TO-BUY	\$ 5.17	04/28/2016		M	26,100	<sup>(3)</sup> 11/20/2022	COMMON STOCK 26

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUSHING ROBERT T C/O TRUSTCO BANK CORP 5 SARNOWSKI DRIVE GLENVILLE, NY 12302			Executive Vice President & COO	

## Signatures

/s/ MICHAEL M. OZIMEK, BY POWER OF ATTORNEY 05/02/2016  
 \*\*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) Shares were transferred from spouse's account (indirect) to reporter's account (direct).
- (2) Shares were transferred from reporter's account (direct) to spouse's account (indirect).

- (3) Award vests in equal installments from first through fifth year following the award data.

**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.