

TRUSTCO BANK CORP N Y
Form 4
November 04, 2008

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

OMB APPROVAL
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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 *
MCCORMICK ROBERT J

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
 Officer (give title below) ___ Other (specify below)
PRESIDENT & CEO

C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DR

10/31/2008

(Street)

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

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

GLENVILLE, NY 12302

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 10/31/2008 | | M | 52,900 | A \$ 10 | 378,567 | D |
| COMMON STOCK | 10/31/2008 | | M | 52,900 | A \$ 9.47 | 431,467 | D |
| COMMON STOCK | 10/31/2008 | | M | 52,900 | A \$ 9.75 | 484,367 | D |
| COMMON STOCK | 10/31/2008 | | M | 150,000 | A \$ 11.83 | 634,367 | D |
| COMMON STOCK | 10/31/2008 | | S | 285,835 | D \$ 12.17 | 348,532 | D |

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

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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 Underlying Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| OPTION:RT-TO-BUY | \$ 10 | 10/31/2008 | | M | 52,900 | 06/24/1999 06/24/2009 | CO |
| OPTION:RT-TP-BUY | \$ 9.47 | 10/31/2008 | | M | 52,900 | 01/18/2000 01/18/2010 | CO |
| OPTION:RT-TO-BUY | \$ 9.75 | 10/31/2008 | | M | 52,900 | 03/16/2001 03/16/2011 | CO |
| OPTION:RT-TO-BUY | \$ 11.83 | 10/31/2008 | | M | 150,000 | 07/24/2002 07/24/2012 | CO |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCORMICK ROBERT J C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DR GLENVILLE, NY 12302 | | | PRESIDENT & CEO | |

Signatures

ROBERT T. CUSHING, BY POWER OF ATTORNEY
Date: 11/04/2008

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).

Remarks:

ADDITIONAL SHARES ACQUIRED BY REPORTING PERSON'S PARTICIPATION IN DIVIDEND REINVESTMENT A

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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