

SCHRECK ERIC W

Form 4

February 25, 2019

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

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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)

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

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

C/O TRUSTCO BANK CORP NY, 5
SARNOWSKI DRIVE

02/21/2019

SVP & Treasurer

(Street)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
COMMON STOCK	02/21/2019		M		1,450	A	\$ 6.43	92,783	D
COMMON STOCK	02/21/2019		M		1,450	A	\$ 7.22	94,233	D
COMMON STOCK	02/21/2019		M		2,200	A	\$ 7.05	96,433	D
COMMON STOCK	02/21/2019		F		4,131	D	\$ 8.55	92,302	D
COMMON STOCK								829	I
									BY SPOUSE

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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	\$ 6.43	02/21/2019		M	1,450	<u>(1)</u> 11/17/2025	COMMON STOCK 1,450
OPTION: RT-TO-BUY	\$ 7.22	02/21/2019		M	1,450	<u>(2)</u> 11/18/2024	COMMON STOCK 1,450
OPTION: RT-TO-BUY	\$ 7.05	02/21/2019		M	2,200	<u>(3)</u> 11/19/2023	COMMON STOCK 2,200

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	SVP & Treasurer

Signatures

/s/ MICHAEL M. OZIMEK, BY POWER OF ATTORNEY

02/25/2019

__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 the fifth year following the award date, beginning November 17, 2016.

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- (2) Award vests in equal installments from the first through the fifth year following the award date, beginning November 18, 2015.
- (3) Award vests in equal installments from the first through the fifth year following the award date, beginning November 19, 2014.

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.

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