LUCARELLI JOSEPH

Form 4

November 17, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

LUCARELLI JOSEPH

TRUSTCO BANK CORP N Y

(Check all applicable)

[TRST]

(Last)

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

(Month/Day/Year) C/O TRUSTCO BANK CORP NY, 5 11/15/2011

SARNOWSKI DRIVE

(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

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

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Indirect (I) Ownership (Instr. 8) Owned (Instr. 4) Following (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Price Code V Amount (D)

COMMON 11/15/2011 $A^{(1)}$ \$0 1,000 Α 195,348 D **STOCK**

COMMON 23,805 I BY WIFE **STOCK**

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: LUCARELLI JOSEPH - Form 4

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)	4. Transactic Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				and 3)	Date Exercisable	Expiration Date	Title	Am or Nu of

Code V

 $A^{(2)}$

(A)

2,000

(D)

Sha

11/15/2011 11/15/2021 COMMON

Reporting Owners

\$ 5.14

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
UCARELLI JOSEPH CO TRUSTCO BANK CORP NY SARNOWSKI DRIVE GLENVILLE, NY 12302	X					

11/15/2011

Signatures

OPTION:

RT-TO-BUY

ROBERT T. CUSHING, BY POWER OF ATTORNEY

11/17/2011

Date

**Signature of Reporting Person

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 DIRECTORS EQUITY INCENTIVE PLAN.
- (2) GRANT TO REPORTING PERSON OF OPTION TO BUY 2,000 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.

Reporting Owners 2