

SCHRECK ERIC W
 Form 4
 November 22, 2017

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 *
 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
 Officer (give title below) _____ Other (specify below)
 Treasurer

C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DRIVE

11/20/2017

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
COMMON STOCK	11/20/2017		M	A	\$ 5.17	89,582	D
COMMON STOCK	11/20/2017		M	A	\$ 7.05	98,382	D
COMMON STOCK	11/20/2017		M	A	\$ 7.22	102,732	D
COMMON STOCK	11/20/2017		M	A	\$ 6.43	104,182	D
COMMON STOCK	11/20/2017		F	D	\$ 9.15	91,989	D

COMMON STOCK 796 I BY WIFE

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)	Amount or Number of Shares
OPTION: RT-TO-BUY	\$ 5.17	11/20/2017		M	1,700	⁽¹⁾ 11/20/2022	COMMON STOCK	1,700
OPTION: RT-TO-BUY	\$ 7.05	11/20/2017		M	8,800	⁽²⁾ 11/19/2023	COMMON STOCK	8,800
OPTION: RT-TO-BUY	\$ 7.22	11/20/2017		M	4,350	⁽³⁾ 11/18/2024	COMMON STOCK	4,350
OPTION: RT-TO-BUY	\$ 6.43	11/20/2017		M	1,450	⁽⁴⁾ 11/17/2025	COMMON STOCK	1,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHRECK ERIC W C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302			Treasurer	

Signatures

/S/ MICHAEL M. OZIMEK, BY POWER OF ATTORNEY 11/22/2017

**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 fifth year following the award date, beginning November 20, 2013.
- (2) Award vests in equal installments from the first through fifth year following the award date, beginning November 19, 2014.
- (3) Award vests in equal installments from the first through fifth year following the award date, beginning November 18, 2015.
- (4) Award vests in equal installments from the first through fifth year following the award date, beginning November 17, 2016.

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.