PEREZ WILLIAM D
Form 4
October 29, 2004

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEREZ WILLIAM D
(Last) (First) (Middle)
PO BOX 3599
(Street)
BATTLE CREEK, MI 49016-3599
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KELLOGG CO [K]

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2004

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Derivati Security (Instr. 5

Derivative Security						Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	$ 42.73	11/04/2004		A		23.4		(2)	(2)	Common Stock	23.4	$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEREZ WILLIAM D PO BOX 3599 BATTLE CREEK, MI 49016-3599	X			

Signatures

James K. Markey, Attorney-in-Fact	10/29/2004
**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) Excludes dividends reinvested 12/31/03.

(2) According to the terms of the amended Kellogg Company Deferred Compensation Plan for Non-Employee Directors, final value of phantom stock units is to be determined as of date of reporting person's retirement and may be paid in cash or stock.

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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47,711

Occupancy

2,928

3,044

8,682

8,779

Equipment

1,797

2,040

5,567

6,263

Data processing and communications

2,779

2,637

8,501

7,988

Professional fees and outside services

2,256

1,627

5,840

5,259

Office supplies and postage

1,354

1,275

3,984

3,912

Amortization of intangible assets

413

471

1,232

1,260

Loan collection and other real estate owned

	431	222	**1,036**	722
Other	**3,393**	2,974	**10,409**	10,190
Total noninterest expense	**31,227**	29,918	**90,113**	92,084
Income before income tax expense	**21,699**	21,039	**59,616**	60,710
Income tax expense	**6,552**	6,497	**18,273**	18,411
Net income	**$**			

	15,147
$	14,542
$	**41,343**
$	42,299
Earnings per share	
Basic	
	$ 0.46
$	0.43
$	**1.23**
$	1.25
Diluted	
	$ 0.46
$	0.43
$	**1.22**
$	1.24

See accompanying notes to unaudited interim consolidated financial statements.

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NBT Bancorp Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity (unaudited)

(in thousands, except share and per share data)	Common Stock	Additional Paid-in-Capital	Retained Earnings	Unvested Awards Stock	Accumulated Other Comprehensive loss	Treasury Stock	Total
Balance at December 31, 2005	$ 344	$ 219,157	$ 163,989	$ (457)	$ (6,477)	$ (42,613)	$ 333,943
Net income			42,299				42,299
Cash dividends - $0.57 per share			(19,511)				(19,511)
Purchase of 766,004 treasury shares						(17,111)	(17,111)
Issuance of 2,058,661 shares of common stock in connection with purchase business combination	21	48,604					48,625
Issuance of 237,278 incentive stock options in purchase transaction		1,955					1,955
Acquisition of 2,500 shares of company stock in purchase transaction						(55)	(55)
Issuance of 436,703 shares to employee benefit plans and other stock plans, including excess tax benefit		683	(1,402)			8,315	7,596
Reclassification adjustment from the adoption of FAS123R		(457)		457			-
Stock-based compensation expense		2,007					2,007

Grant of 41,408 shares of restricted stock		(1,499)				1,499	-
Forfeit 2,625 shares of restricted stock		15				(60)	(45)
Other comprehensive loss					(154)		(154)
Balance at September 30, 2006	**$ 365**	**$ 270,465**	**$ 185,375**	**-**	**$ (6,631)**	**$ (50,025)**	**$ 399,549**
Balance at December 31, 2006	**$ 365**	**$ 271,528**	**$ 191,770**	**$ -**	**$ (14,014)**	**$ (45,832)**	**$ 403,817**
Net income			41,343				41,343
Cash dividends - $0.59 per share			(19,782)				(19,782)
Purchase of 2,261,267 treasury shares						(48,957)	(48,957)
Net issuance of 155,923 shares to employee benefit plans and other stock plans, including excess tax benefit		146	(560)			3,262	2,848
Stock-based compensation		2,175					2,175
Grant of 69,939 shares of restricted stock awards		(1,467)				1,467	-
Other comprehensive income					4,202		4,202
Balance at September 30, 2007	**$ 365**	**$ 272,382**	**$ 212,771**	**$ -**	**$ (9,812)**	**$ (90,060)**	**$ 385,646**

See accompanying notes to unaudited interim consolidated financial statements.

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NBT Bancorp Inc. and Subsidiaries **Consolidated Statements of Cash Flows (unaudited)** *(In thousands, except per share data)*	Nine Months Ended September 30, **2007**	2006
Operating activities		
Net income	**$ 41,343**	$ 42,299
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan and lease losses	**16,654**	5,911
Depreciation and amortization of premises and equipment	**3,990**	4,618
Net accretion on securities	**63**	154
Amortization of intangible assets	**1,232**	1,260
Stock-based compensation	**2,175**	2,007
Bank owned life insurance income	**(1,351)**	(1,204)
Proceeds from sale of loans held for sale	**20,344**	22,706
Originations and purchases of loans held for sale	**(21,175)**	(20,528)
Net gains on sales of loans held for sale	**(116)**	(64)
Net security (gains) losses	**(1,500)**	905
Net gain on sales of other real estate owned	**(320)**	(294)
Net gain on sale of branch	**-**	(470)
Net (increase) decrease in other assets	**(8,268)**	423
Net increase in other liabilities	**5,168**	2,427
Net cash provided by operating activities	**58,239**	60,150
Investing activities		
Net cash paid for sale of branch	**-**	(2,307)
Net cash used in CNB Bancorp, Inc. merger	**-**	(20,881)
Securities available for sale:		
Proceeds from maturities, calls, and principal paydowns	**145,913**	144,491
Proceeds from sales	**10,553**	42,292
Purchases	**(188,444)**	(197,524)
Securities held to maturity:		
Proceeds from maturities, calls, and principal paydowns	**59,536**	33,163
Purchases	**(66,784)**	(65,910)
Net increase in loans	**(22,136)**	(163,989)
Net decrease in Federal Reserve and FHLB stock	**5,594**	771
Purchases of premises and equipment, net	**(1,414)**	(2,726)
Proceeds from sales of other real estate owned	**847**	723
Net cash used in investing activities	**(56,335)**	(231,897)
Financing activities		
Net increase in deposits	**153,827**	298,658
Net decrease in short-term borrowings	**(39,543)**	(120,516)
Repayments of long-term debt	**(40,609)**	(19,132)
Proceeds from the issuance of trust preferred debentures	**-**	51,547
Tax benefit from exercise of stock options	**416**	301
Proceeds from the issuance of shares to employee benefit plans and other stock plans	**2,432**	6,700
Purchase of treasury stock	**(48,957)**	(17,111)
Cash dividends and payment for fractional shares	**(19,782)**	(19,511)
Net cash provided by financing activities	**7,784**	180,936
Net increase in cash and cash equivalents	**9,688**	9,189
Cash and cash equivalents at beginning of period	**138,793**	142,488

Cash and cash equivalents at end of period	**$ 148,481**	$ 151,677

(Continued)

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Supplemental disclosure of cash flow information	Nine Months Ended September 30,	
Cash paid during the period for:	**2007**	2006
Interest	**$ 102,152**	$ 87,269
Income taxes	**12,662**	15,160
Noncash investing activities:		
Loans transferred to OREO	**$ 1,087**	$ 559
Dispositions:		
Fair value of assets sold	**$ -**	$ 3,453
Fair value of liabilities transferred	**-**	5,760
Acquisitions:		
Fair value of assets acquired	**$ -**	$ 432,054
Fair value of liabilities assumed	**-**	360,648
Net cash and cash equivalents used in merger	**-**	20,881
Fair value of equity issued in purchase combination	**-**	50,525

See accompanying notes to unaudited interim consolidated financial statements.

	Three months ended September 30,		Nine months ended September 30,	
Consolidated Statements of Comprehensive Income (unaudited)	**2007**	2006	**2007**	2006
(In thousands)				
Net income	**$ 15,147**	$ 14,542	**$ 41,343**	$ 42,299
Other comprehensive income (loss), net of tax				
Unrealized net holding gains (losses) arising during the year (pre-tax amounts of $16,285, $17,443, $8,172, and $(780))	**9,830**	10,488	**4,889**	(468)
Less reclassification adjustment for net (gains) losses related to securities available for sale included in net income (pre-tax amounts of $(1,484), $(7), $(1,500) and $905)	**(892)**	(4)	**(902)**	543
Minimum pension liability adjustment	**-**	-	**-**	(229)
Amortization of previously recorded benefit plan amounts (pre-tax amounts of $119, $-, $358 and $-)	**72**	-	**215**	-
Total other comprehensive income (loss)	**9,010**	10,484	**4,202**	(154)
Comprehensive income	**$ 24,157**	$ 25,026	**$ 45,545**	$ 42,145

See accompanying notes to unaudited interim consolidated financial statements

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NBT BANCORP INC. and Subsidiary
NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2007

Note 1. Description of Business

NBT Bancorp Inc. (the Registrant) is a registered financial holding company incorporated in the state of Delaware in 1986, with its principal headquarters located in Norwich, New York. The Company is the parent holding company of NBT Bank, N.A. (the Bank), NBT Financial Services, Inc. (NBT Financial), Hathaway Agency, Inc., CNBF Capital Trust I, NBT Statutory Trust I and NBT Statutory Trust II. Through these subsidiaries, the Company operates as one segment focused on community banking operations. The Company's primary business consists of providing commercial banking and financial services to its customers in its market area. The principal assets of the Company are all of the outstanding shares of common stock of its direct subsidiaries, and its principal sources of revenue are the management fees and dividends it receives from the Bank and NBT Financial.

The Bank is a full service commercial bank formed in 1856, which provides a broad range of financial products to individuals, corporations and municipalities throughout the central and upstate New York and northeastern Pennsylvania market area.

Note 2. Basis of Presentation

The accompanying unaudited interim consolidated financial statements include the accounts of NBT Bancorp Inc. and its wholly owned subsidiaries, NBT Bank, N.A., NBT Financial Services, Inc., Hathaway Agency, Inc., CNBF Capital Trust I, NBT Statutory Trust I and NBT Statutory Trust II. Collectively, the Registrant and its subsidiaries are referred to herein as "the Company." All intercompany transactions have been eliminated in consolidation. Amounts in the prior period financial statements are reclassified whenever necessary to conform to current period presentation.

Note 3. New Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("SFAS 157"), which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ("GAAP"), and expands disclosures about fair value measurements. This Statement does not require any new fair value measurements, but the application of this Statement may change current practice. Adoption is required as of the beginning of the first fiscal year that begins after November 15, 2007. Early application of this Standard is encouraged. The Company is assessing the effect that SFAS 157 will have on our consolidated financial position, results of operations and cash flows.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159"). SFAS 159 allows entities to voluntarily choose, at election dates, to measure many financial assets and financial liabilities (as well as certain nonfinancial instruments that are similar to financial instruments) at fair value (the "fair value option"). The election is made on an instrument-by-instrument basis and is irrevocable. If the fair value option is elected for an instrument, the Statement specifies that all subsequent changes in fair value for that instrument shall be reported in earnings. The Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The Company is assessing the effect that SFAS 159 will have on our consolidated financial position, results of operations and cash flows.

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Note 4. Business Combination

On February 10, 2006, the Company completed the acquisition through merger of CNB Bancorp, Inc. (“CNB”). CNB was a bank holding company for City National Bank and Trust Company (“CNB Bank”) and Hathaway Agency, Inc. (“Hathaway”), headquartered in Gloversville, NY. CNB Bank conducted business from nine community bank offices in four upstate New York counties—Fulton, Hamilton, Montgomery and Saratoga. The stockholders of CNB received approximately $39 million in cash and 2,058,661 shares of NBT common stock. The aggregate transaction value was approximately $89.0 million. The transaction was accounted for under the purchase method of accounting. CNB had total assets of $399.0 million, loans of $197.6 million, deposits of $335.0 million and shareholders equity of $40.1 million. As part of the merger, the Company recorded approximately $65.6 million in goodwill and identifiable intangibles. CNB was merged with and into the Company, CNB Bank was merged with and into NBT Bank and Hathaway became a direct subsidiary of the Registrant. The results of operations are included in the consolidated financial statements from the date of acquisition, February 10, 2006.

Note 5. Use of Estimates

Preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period, as well as the disclosures provided. Actual results could differ from those estimates. Estimates associated with the allowance for loan losses, pension expense, fair values of financial instruments and status of contingencies are particularly susceptible to material change in the near term.

The allowance for loan and lease losses is the amount which, in the opinion of management, is necessary to absorb probable losses inherent in the loan and lease portfolio. The allowance is determined based upon numerous considerations, including local economic conditions, the growth and composition of the loan portfolio with respect to the mix between the various types of loans and their related risk characteristics, a review of the value of collateral supporting the loans, comprehensive reviews of the loan portfolio by the independent loan review staff and management, as well as consideration of volume and trends of delinquencies, nonperforming loans, and loan charge-offs. As a result of the test of adequacy, required additions to the allowance for loan and lease losses are made periodically by charges to the provision for loan and lease losses.

The allowance for loan and lease losses related to impaired loans is based on discounted cash flows using the loan’s initial effective interest rate or the fair value of the collateral for certain loans where repayment of the loan is expected to be provided solely by the underlying collateral (collateral dependent loans). The Company’s impaired loans are generally collateral dependent. The Company considers the estimated cost to sell, on a discounted basis, when determining the fair value of collateral in the measurement of impairment if those costs are expected to reduce the cash flows available to repay or otherwise satisfy the loans.

Management believes that the allowance for loan and lease losses is adequate. While management uses available information to recognize loan and lease losses, future additions to the allowance for loan and lease losses may be necessary based on changes in economic conditions or changes in the values of properties securing loans in the process of foreclosure. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Company’s allowance for loan and lease losses. Such agencies may require the Company to recognize additions to the allowance for loan and lease losses based on their judgments about information available to them at the time of their examination which may not be currently available to management.

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Other real estate owned (“OREO”) consists of properties acquired through foreclosure or by acceptance of a deed in lieu of foreclosure. These assets are recorded at the lower of fair value of the asset acquired less estimated costs to sell or “cost” (defined as the fair value at initial foreclosure). At the time of foreclosure, or when foreclosure occurs in-substance, the excess, if any, of the loan over the fair value of the assets received, less estimated selling costs, is charged to the allowance for loan and lease losses and any subsequent valuation write-downs are charged to other expense. Operating costs associated with the properties are charged to expense as incurred. Gains on the sale of OREO are included in income when title has passed and the sale has met the minimum down payment requirements prescribed by GAAP.

Income taxes are accounted for under the asset and liability method. The Company files consolidated tax returns on the accrual basis. Deferred income taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Realization of deferred tax assets is dependent upon the generation of future taxable income or the existence of sufficient taxable income within the available carryback period. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax asset will not be realized. Based on available evidence, gross deferred tax assets will ultimately be realized and a valuation allowance was not deemed necessary at September 30, 2007 and 2006, or December 31, 2006. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

Note 6. Commitments and Contingencies

The Company is a party to financial instruments in the normal course of business to meet financing needs of its customers and to reduce its own exposure to fluctuating interest rates. These financial instruments include commitments to extend credit, unused lines of credit, and standby letters of credit. Exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to make loans and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policy to make such commitments as it uses for on-balance-sheet items. Commitments to extend credit and unused lines of credit totaled $667.3 million at September 30, 2007 and $536.3 million at December 31, 2006. Since commitments to extend credit and unused lines of credit may expire without being fully drawn upon, this amount does not necessarily represent future cash commitments. Collateral obtained upon exercise of the commitment is determined using management’s credit evaluation of the borrower and may include accounts receivable, inventory, property, land and other items.

The Company guarantees the obligations or performance of customers by issuing stand-by letters of credit to third parties. These stand-by letters of credit are frequently issued in support of third party debt, such as corporate debt issuances, industrial revenue bonds and municipal securities. The risk involved in issuing stand-by letters of credit is essentially the same as the credit risk involved in extending loan facilities to customers, and they are subject to the same credit origination, portfolio maintenance and management procedures in effect to monitor other credit and off-balance sheet products. Typically, these instruments have terms of five years or less and expire unused; therefore, the total amounts do not necessarily represent future cash requirements. Standby letters of credit totaled $47.4 million at September 30, 2007 and $30.8 million at December 31, 2006. As of September 30, 2007, the fair value of standby letters of credit was not significant to the Company’s consolidated financial statements.

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Note 7. Earnings Per Share

Basic earnings per share excludes dilution and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity (such as the Company’s dilutive stock options).

The following is a reconciliation of basic and diluted earnings per share for the periods presented in the consolidated statements of income.

Three months ended September 30,		**2007**		2006
(in thousands, except per share data)				
Basic EPS:				
Weighted average common shares outstanding		**32,708**		33,879
Net income available to common shareholders	**$**	**15,147**	$	14,542
Basic EPS	**$**	**0.46**	$	0.43
Diluted EPS:				
Weighted average common shares outstanding		**32,708**		33,879
Dilutive effect of common stock options and restricted stock		**213**		318
Weighted average common shares and common share equivalents		**32,921**		34,197
Net income available to common shareholders	**$**	**15,147**	$	14,542
Diluted EPS	**$**	**0.46**	$	0.43
Nine months ended September 30,		**2007**		2006
(in thousands, except per share data)				
Basic EPS:				
Weighted average common shares outstanding		**33,521**		33,824
Net income available to common shareholders	**$**	**41,343**	$	42,299
Basic EPS	**$**	**1.23**	$	1.25
Diluted EPS:				
Weighted average common shares outstanding		**33,521**		33,824
Dilutive effect of common stock options and restricted stock		**245**		316
Weighted average common shares and common share equivalents		**33,766**		34,140
Net income available to common shareholders	**$**	**41,343**	$	42,299
Diluted EPS	**$**	**1.22**	$	1.24

There were 1,227,585 stock options for the quarter ended September 30, 2007 and 361,379 stock options for the quarter ended September 30, 2006 that were not considered in the calculation of diluted earnings per share since the stock options’ exercise price was greater than the average market price during these periods.

There were 619,853 stock options for the nine months ended September 30, 2007 and 372,604 stock options for the nine months ended September 30, 2006 that were not considered in the calculation of diluted earnings per share since the stock options’ exercise price was greater than the average market price during these periods.

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Note 8. Nonperforming Loans

The following table sets forth information with regard to nonperforming loans:

(In thousands)	**September 30, 2007**	December 31, 2006	September 30, 2006
Loans in nonaccrual status	**$ 29,087**	$ 13,665	$ 12,277
Loans contractually past due 90 days or more and still accruing interest	**1,620**	1,642	580
Total nonperforming loans	**$ 30,707**	$ 15,307	$ 12,857

There were no material commitments to extend further credit to borrowers with nonperforming loans. There are no loans classified as troubled debt restructures at September 30, 2007, December 31, 2006 and September 30, 2006.

Accumulated interest on the above nonaccrual loans of approximately $0.8 million and $0.5 million would have been recognized as income for the nine month periods ending September 30, 2007 and September 30, 2006, respectively, had these loans been in accrual status. Accumulated interest on the above nonaccrual loans of approximately $0.5 million and $0.2 million would have been recognized as income for the three month periods ending at September 30, 2007 and September 30, 2006, respectively, had these loans been in accrual status. Approximately $1.0 million and $0.6 million of interest on the above nonaccrual loans was collected for the nine month periods ending September 30, 2007 and September 30, 2006, respectively. Approximately $0.5 million and $0.3 million of interest on the above nonaccrual loans was collected for the three month periods ending September 30, 2007 and September 30, 2006, respectively.

Loans reviewed for specific reserve allowance consist primarily of large, impaired commercial and agricultural loans. The impaired loans subject to specific allowance allocation totaled $13.4 million at September 30, 2007, $2.2 million at December 31, 2006, and $1.7 million at September 30, 2006. At September 30, 2007, $11.2 million of the impaired loans reviewed had a specific reserve allocation of $6.3 million, or 55.8%, and $2.2 million of the impaired loans reviewed had no specific reserve allocation. At December 31, 2006, $1.1 million of the impaired loans reviewed had a specific reserve allocation of $0.2 million, or 19.9%, and $1.1 million of the impaired loans reviewed had no specific reserve allocation. There was no specific reserve allocation for the impaired loans reviewed at September 30, 2006.

The following provides additional information on impaired loans for the periods presented:

(In thousands)	**September 30, 2007**	December 31, 2006	September 30, 2006
Average recorded investment on impaired loans	**$ 20,568**	$ 9,644	$ 9,374
Interest income recognized on impaired loans	**574**	384	305
Cash basis interest income recognized on impaired loans	**574**	384	305

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Note 9. Defined Benefit Postretirement Plans

The Company has a qualified, noncontributory, defined benefit pension plan covering substantially all of its employees at September 30, 2007. Benefits paid from the plan are based on age, years of service, compensation, social security benefits, and are determined in accordance with defined formulas. The Company's policy is to fund the pension plan in accordance with ERISA standards. Assets of the plan are invested in publicly traded stocks and bonds. Prior to January 1, 2000, the Company's plan was a traditional defined benefit plan based on final average compensation. On January 1, 2000, the plan was converted to a cash balance plan with grandfathering provisions for existing participants.

In addition to the pension plan, the Company also provides supplemental employee retirement plans to certain current and former executives. These supplemental employee retirement plans and the defined benefit pension plan are collectively referred to herein as "Pension Benefits."

Also, the Company provides certain health care benefits for retired employees. Benefits are accrued over the employees' active service period. Only employees that were employed by NBT Bank on or before January 1, 2000 are eligible to receive postretirement health care benefits. The plan is contributory for participating retirees, requiring participants to absorb certain deductibles and coinsurance amounts with contributions adjusted annually to reflect cost sharing provisions and benefit limitations called for in the plan. Eligibility is contingent upon the direct transition from active employment status to retirement without any break in employment from NBT. Employees also must be participants in the Company's medical plan prior to their retirement. The Company funds the cost of postretirement health care as benefits are paid. The Company elected to recognize the transition obligation on a delayed basis over twenty years. These postretirement benefits are referred to herein as "Other Benefits."

The Components of pension expense and postretirement expense are set forth below (in thousands):

	Pension Benefits Three months ended September 30,		**Other Benefits** Three months ended September 30,	
Components of net periodic benefit cost:	**2007**	**2006**	**2007**	**2006**
Service Cost	$ 526	$ 536	$ 6	$ 1
Interest Cost	740	606	54	51
Expected return on plan assets	(1,372)	(980)	-	-
Net amortization	134	182	(15)	(24)
Total	$ 28	$ 344	$ 45	$ 28

	Pension Benefits Nine months ended September 30,		**Other Benefits** Nine months ended September 30,	
Components of net periodic benefit cost:	**2007**	**2006**	**2007**	**2006**
Service Cost	$ 1,579	$ 1,589	$ 18	$ 3
Interest Cost	2,220	1,767	161	153
Expected return on plan assets	(4,118)	(2,865)	-	-
Net amortization	402	546	(44)	(72)
Total	$ 83	$ 1,037	$ 135	$ 84

The Company is not required to make contributions to the Plan in the remainder of 2007. The Company recorded approximately $215,000, net of tax, as amortization of pension amounts previously recognized in Accumulated Other Comprehensive Income as of September 30, 2007.

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Note 10. Trust Preferred Debentures

CNBF Capital Trust I is a Delaware statutory business trust formed in 1999, for the purpose of issuing $18 million in trust preferred securities and lending the proceeds to the Company. NBT Statutory Trust I is a Delaware statutory business trust formed in 2005, for the purpose of issuing $5 million in trust preferred securities and lending the proceeds to the Company. NBT Statutory Trust II is a Delaware statutory business trust formed in 2006, for the purpose of issuing $50 million in trust preferred securities and lending the proceeds to the Company to provide funding for the acquisition of CNB Bancorp, Inc. These three statutory business trusts are collectively referred herein as "the Trusts." The Company guarantees, on a limited basis, payments of distributions on the trust preferred securities and payments on redemption of the trust preferred securities. The Trusts are variable interest entities ("VIEs") for which the Company is not the primary beneficiary, as defined in Financial Accounting Standards Board Interpretation ("FIN") No. 46 "Consolidation of Variable Interest Entities, an Interpretation of Accounting Research Bulletin No. 51 (Revised December 2003) (FIN 46R)." In accordance with FIN 46R, which was implemented in the first quarter of 2004, the accounts of the Trusts are not included in the Company's consolidated financial statements.

As of September 30, 2007, the Trusts had the following issues of trust preferred debentures, all held by the Trusts, outstanding (dollars in thousands):

Description	Issuance Date	Trust Preferred Securities Outstanding	Interest Rate	Trust Preferred Debt Owed To Trust	Final Maturity date
CNBF Capital Trust I	August 1999	18,000	3-month LIBOR plus 2.75%	$18,720	August 2029
NBT Statutory Trust I	November 2005	5,000	6.30% Fixed *	5,155	December 2035
NBT Statutory Trust II	February 2006	50,000	6.195% Fixed *	51,547	March 2036

* Fixed for 5 years, converts to floating at 3-month LIBOR plus 140 basis points ("bp").

The Company owns all of the common stock of the three business trusts, which have issued trust preferred securities in conjunction with the Company issuing trust preferred debentures to the Trusts. The terms of the trust preferred debentures are substantially the same as the terms of the trust preferred securities. In February 2005, the Federal Reserve Board issued a final rule that allows the continued inclusion of trust preferred securities in the Tier 1 capital of bank holding companies. The Board's final rule limits the aggregate amount of restricted core capital elements (which includes trust preferred securities, among other things) that may be included in the Tier 1 capital of most bank holding companies to 25% of all core capital elements, including restricted core capital elements, net of goodwill less any associated deferred tax liability. Large, internationally active bank holding companies (as defined) are subject to a 15% limitation. Amounts of restricted core capital elements in excess of these limits generally may be included in Tier 2 capital. The final rule provides a five-year transition period, ending March 31, 2009, for application of the quantitative limits. The Company does not expect that the quantitative limits will preclude it from including the trust preferred securities in Tier 1 capital. However, the trust preferred securities could be redeemed without penalty if they were no longer permitted to be included in Tier 1 capital.

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Note 11. Income Taxes

The Company adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes ("FIN 48"), on January 1, 2007. As a result of the implementation of FIN 48, the Company was not required to recognize any change in the liability for unrecognized tax benefits. The total unrecognized tax benefits upon adoption were approximately $2.6 million. Included in this amount is $1.2 million which would impact the effective rate if recognized or reversed and $0.4 million which would impact goodwill.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, New York State, Pennsylvania and certain other states. The Company settled its examination of tax years 2004 and 2005 with the Internal Revenue Service during the second quarter of 2007. The settlement of the exam did not result in a material change in the liability for unrecognized tax benefits. All prior year federal returns are closed under the statute of limitations. The Company is also currently under examination by New York State for tax years 2000 through 2002. It is reasonably possible that a reduction in the unrecognized tax benefits may occur; however, quantification of an estimated range cannot be made at this time.

The Company's policy is to accrue interest and penalties as part of income tax expense. As of the date of adoption of FIN 48, the Company had accrued $0.5 million of interest. Interest accrued as of September 30, 2007 is $0.7 million.

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NBT BANCORP INC. and Subsidiaries
Item 2 --MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of this discussion and analysis is to provide the reader with a concise description of the financial condition and results of operations of NBT Bancorp Inc. (Bancorp) and its wholly owned subsidiaries, NBT Bank, N.A. (the Bank), NBT Financial Services, Inc. (NBT Financial), Hathaway Agency, Inc., CNBF Capital Trust I, NBT Statutory Trust I and NBT Statutory Trust II (collectively referred to herein as the Company). This discussion will focus on Results of Operations, Financial Position, Capital Resources and Asset/Liability Management. Reference should be made to the Company's consolidated financial statements and footnotes thereto included in this Form 10-Q as well as to the Company's 2006 Form 10-K for an understanding of the following discussion and analysis.

FORWARD LOOKING STATEMENTS

Certain statements in this filing and future filings by the Company with the Securities and Exchange Commission, in the Company’s press releases or other public or shareholder communications, contain forward-looking statements, as defined in the Private Securities Litigation Reform Act. These statements may be identified by the use of phrases such as “anticipate,” “believe,” “expect,” “forecasts,” “projects,” or other similar terms. There are a number of factors, many which are beyond the Company’s control that could cause actual results to differ materially from those contemplated by the forward looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following possibilities: (1) competitive pressures among depository and other financial institutions may increase significantly; (2) revenues may be lower than expected; (3) changes in the interest rate environment may affect interest margins; (4) general economic conditions, either nationally or regionally, may be less favorable than expected, resulting in, among other things, a deterioration in credit quality and/or a reduced demand for credit; (5) legislative or regulatory changes, including changes in accounting standards or tax laws, may adversely affect the businesses in which the Company is engaged; (6) competitors may have greater financial resources and develop products that enable such competitors to compete more successfully than the Company; (7) adverse changes may occur in the securities markets or with respect to inflation; (8) acts of war or terrorism; (9) the costs and effects of litigation and of unexpected or adverse outcomes in such litigation; (10) internal control failures; and (11) the Company’s success in managing the risks involved in the foregoing.

The Company wishes to caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made, and to advise readers that various factors, including those described above and other factors discussed in the Company’s annual and quarterly reports previously filed with the Securities and Exchange Commission, could affect the Company’s financial performance and could cause the Company’s actual results or circumstances for future periods to differ materially from those anticipated or projected.

Unless required by law, the Company does not undertake, and specifically disclaims any obligations to publicly release the result of any revisions that may be made to any forward-looking statements to reflect statements to the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

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Critical Accounting Policies

Management of the Company considers the accounting policy relating to the allowance for loan and lease losses to be a critical accounting policy given the uncertainty in evaluating the level of the allowance required to cover credit losses inherent in the loan and lease portfolio and the material effect that such judgments can have on the results of operations. While management's current evaluation of the allowance for loan and lease losses indicates that the allowance is adequate, under adversely different conditions or assumptions, the allowance would need to be increased. For example, if historical loan and lease loss experience significantly worsened or if current economic conditions significantly deteriorated, additional provisions for loan and lease losses would be required to increase the allowance. In addition, the assumptions and estimates used in the internal reviews of the Company's nonperforming loans and potential problem loans has a significant impact on the overall analysis of the adequacy of the allowance for loan and lease losses. While management has concluded that the current evaluation of collateral values is reasonable under the circumstances, if collateral evaluations were significantly lowered, the Company's allowance for loan and lease policy would also require additional provisions for loan and lease losses.

Management of the Company considers the accounting policy relating to pension accounting to be a critical accounting policy. Management is required to make various assumptions in valuing its pension assets and liabilities. These assumptions include the expected rate of return on plan assets, the discount rate, and the rate of increase in future compensation levels. Changes to these assumptions could impact earnings in future periods. The Company takes into account the plan asset mix, funding obligations, and expert opinions in determining the various rates used to estimate pension expense. The Company also considers the Moody's AA and AAA corporate bond yields and other market interest rates in setting the appropriate discount rate. In addition, the Company reviews expected inflationary and merit increases to compensation in determining the rate of increase in future compensation levels.

Overview

The Company earned net income of $41.3 million ($1.22 diluted earnings per share) for the nine months ended September 30, 2007 compared to net income of $42.3 million ($1.24 diluted earnings per share) for the nine months ended September 30, 2006. The decrease in net income from 2006 to 2007 was primarily the result of a $10.7 million increase in provision for loan and lease losses compared to the same period last year. The increase in provision for loan and lease losses was partially offset by an increase in noninterest income of $6.9 million and a decrease in noninterest expense of $2.0 million. Although net interest margin declined by 12 bp from 3.73% for the nine months ended September 30, 2006 to 3.61% for the nine months ended September 30, 2007, net interest income remained relatively flat due to an increase in average earning assets of $202.7 million. The Company recorded net securities gains of $1.5 million for the nine months ended September 30, 2007 compared to net securities losses of $0.9 million for the nine months ended September 30, 2006. Excluding the effect of these securities transactions, noninterest income increased $4.5 million or 12.1% compared to the same period in 2006. The increase in noninterest income for the nine months ended September 30, 2007 resulted from increases in service charges on deposit accounts, ATM and debit card fees, retirement plan administration fees, trust administration fees, broker/dealer and insurance revenue, and bank owned life insurance income. The decrease in total noninterest expense for the nine months ended September 30, 2007 was due primarily to a decrease of $2.8 million, or 6.0%, in salaries and employee benefits. This decrease was due primarily to a reduction in incentive compensation and pension expenses in 2007.

The Company earned net income of $15.1 million ($0.46 diluted earnings per share) for the three months ended September 30, 2007 compared to net income of $14.5 million ($0.43 diluted earnings per share) for the three months ended September 30, 2006. The increase in net income from 2006 to 2007 was primarily the result of a $4.0 million increase in noninterest income compared to the same period last year. The increase in noninterest income resulted from increases in service charges on deposit accounts, ATM and debit card fees, retirement plan administration fees, trust administration fees, and gains from securities sales. The increase in noninterest income was partially offset by an

increase in the provision for loan and lease losses, which increased by $2.3 million for the three months ended September 30, 2007 compared with the three months ended September 30, 2006. The Company recorded net securities gains of $1.5 million for the three months ended September 30, 2007 as compared to nominal gains for the three months ended September 30, 2006. Excluding the effect of these securities transactions, noninterest income increased $2.5 million or 20.2% compared to the same period in 2006. There was a nominal increase in net interest income from $40.9 million for the three months ended September 30, 2006 to $41.2 million for the three months ended September 30, 2007. Although net interest margin declined by 4 bp from 3.60% for the three months ended September 30, 2006 to 3.56% for the three months ended September 30, 2007 net interest income remained relatively flat due to an increase in average earning assets of $92.9 million.

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Table 1 depicts several annualized measurements of performance using GAAP net income. Returns on average assets and equity measure how effectively an entity utilizes its total resources and capital, respectively. Net interest margin, which is the net FTE interest income divided by average earning assets, is a measure of an entity's ability to utilize its earning assets in relation to the cost of funding. Interest income for tax-exempt securities and loans is adjusted to a taxable equivalent basis using the statutory Federal income tax rate of 35%.

Table 1 - Performance Measures

2007	**First Quarter**	**Second Quarter**	**Third Quarter**	**Nine Months**
Return on average assets (ROAA)	1.13%	0.95%	1.17%	1.08%
Return on average equity (ROAE)	14.06%	11.90%	15.41%	13.77%
Net Interest Margin	3.63%	3.63%	3.56%	3.61%
2006				
Return on average assets (ROAA)	1.18%	1.15%	1.15%	1.16%
Return on average equity (ROAE)	15.11%	14.71%	14.89%	14.93%
Net Interest Margin	3.86%	3.73%	3.60%	3.73%

Net Interest Income

Net interest income is the difference between interest income on earning assets, primarily loans and securities, and interest expense on interest-bearing liabilities, primarily deposits and borrowings. Net interest income is affected by the interest rate spread, the difference between the yield on earning assets and cost of interest-bearing liabilities, as well as the volumes of such assets and liabilities. Net interest income is one of the major determining factors in a financial institution’s performance as it is the principal source of earnings. Table 2 represents an analysis of net interest income on a federal taxable equivalent basis.

FTE net interest income increased $1.5 million during the nine months ended September 30, 2007, compared to the same period of 2006. The increase in FTE net interest income resulted primarily from 4.5% growth in average earning assets. The Company’s interest rate spread declined 19 bp during the nine months ended September 30, 2007 compared to the same period in 2006. The yield on earning assets for the period increased 20 bp, to 6.60% for the nine months ended September 30, 2007 from 6.40% for the same period in 2006. Meanwhile, the rate paid on interest-bearing liabilities increased 38 bp, to 3.54% for the nine months ended September 30, 2007 from 3.16% for the same period in 2006.

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FTE net interest income increased $0.4 million during the three months ended September 30, 2007, compared to the same period of 2006. The Company's interest rate spread declined 7 bp during the three months ended September 30, 2007 compared to the same period in 2006. The yield on earning assets for the period increased 9 bp, to 6.56% for the three months ended September 30, 2007 from 6.47% for the same period in 2006, while average earning assets increased by 2.0%. Meanwhile, the rate paid on interest-bearing liabilities increased 17 bp, to 3.55% for the three months ended September 30, 2007 from 3.38% for the same period in 2006.

For the nine months ended September 30, 2007, total interest income increased $17.0 million. The rates paid on interest earning assets increased from 6.40% for the nine months ended September 30, 2006 to 6.60% for the nine months ended September 30, 2007, primarily the result of the 50 bp increase in the Federal Funds target rate since January 1, 2006. Additionally, average interest earning assets increased $202.7 million for the nine months ended September 30, 2007 when compared to the same period in 2006, principally from growth in average loans and leases.

For the three months ended September 30, 2007, total interest income increased $2.6 million. The rates paid on interest earning assets increased from 6.47% for the three months ended September 30, 2006 to 6.56% for the three months ended September 30, 2007. Additionally, average interest earning assets increased $92.9 million for the three months ended September 30, 2007 when compared to the same period in 2006, principally from growth in average loans and leases.

For the nine months ended September 30, 2007, total interest expense increased $15.5 million, primarily the result of the 50 bp increase in the Federal Funds target rate since January 1, 2006, which impacts the Company's short-term borrowing, money market account and time deposit rates. Additionally, average interest-bearing liabilities increased $170.2 million for the nine months ended September 30, 2007 when compared to the same period in 2006, principally from organic deposit growth as well as deposits assumed from the CNB transaction. Total average interest-bearing deposits increased $270.6 million for the nine months ended September 30, 2007 when compared to the same period in 2006. The rate paid on average interest-bearing deposits increased 50 bp from 2.77% for the nine months ended September 30, 2006 to 3.27% for the same period in 2007. The increase in average interest-bearing deposits resulted from organic deposit growth as well as the previously mentioned deposits assumed from the CNB transaction. For the nine months ended September 30, 2007, the Company experienced a shift in its deposit mix from savings accounts to money market and time deposit accounts, as interest sensitive customers shifted funds into higher paying interest bearing accounts. Savings accounts decreased approximately $50.6 million and money market and time deposit accounts collectively increased approximately $313.3 million.

For the three months ended September 30, 2007, total interest expense increased $2.2 million. Average interest-bearing liabilities increased $57.6 million for the three months ended September 30, 2007 when compared to the same period in 2006, from organic deposit growth. Total average interest-bearing deposits increased $112.6 million for the three months ended September 30, 2007 when compared to the same period in 2006. The rate paid on average interest-bearing deposits increased 26 bp from 3.03% for the three months ended September 30, 2006 to 3.29% for the same period in 2007. The increase in average interest-bearing deposits resulted from organic deposit growth. For the three months ended September 30, 2007, the Company experienced a shift in its deposit mix from savings accounts to money market and time deposit accounts, as interest sensitive customers shifted funds into higher paying interest bearing accounts. Savings accounts decreased approximately $45.9 million and money market and time deposit accounts collectively increased approximately $157.1 million.

Total average borrowings, including trust preferred debentures, decreased $100.4 million for the nine months ended September 30, 2007 compared with the same period in 2006. Average short-term borrowings decreased by $64.2 million, from $343.6 million for the nine months ended September 30, 2006 to $279.4 million for the nine months ended September 30, 2007. Despite this 18.7% decrease, interest expense from short-term borrowings only decreased $2.0 million, or 16.7%. The rate paid on short-term borrowings increased from 4.63% for the nine months ended

September 30, 2006 to 4.73% for the same period in 2007. Average trust preferred debentures increased $7.2 million for the nine months ended September 30, 2007, compared with the same period in 2006, primarily from the issuance of $51.5 million in trust preferred debentures in February 2006 to fund the cash portion of the CNB transaction and to provide regulatory capital. The rate paid on trust preferred debentures increased to 6.77% for the nine months ended September 30, 2007, compared with 6.72% for the same period in 2006, driven primarily by $51.5 million in trust preferred debentures issued in February 2006 with a fixed rate of 6.195% and $18.7 million in trust preferred debentures that reprice quarterly at 3-month LIBOR plus 275 bp.

Total average borrowings, including trust preferred debentures, decreased $55.0 million for the three months ended September 30, 2007 compared with the same period in 2006. Average short-term borrowings increased by $9.1 million, from $313.1 million for the three months ended September 30, 2006 to $322.2 million for the three months ended September 30, 2007. Interest expense from short-term borrowings increased $0.1 million, or 1.5%. The rate paid on short-term borrowings decreased from 4.85% for the three months ended September 30, 2006 to 4.78% for the same period in 2007. Average trust preferred debentures remained consistent at $75.4 million for the three months ended September 30, 2007 and September 30, 2006. The rate paid on trust preferred debentures decreased to 6.72% for the three months ended September 30, 2007, compared with 6.76% for the same period in 2006.

Another important performance measurement of net interest income is the net interest margin. Despite a 19bp decrease in the Company's net interest spread, the net interest margin only declined by 12 bp to 3.61% for the nine months ended September 30, 2007, compared with 3.73% for the same period in 2006. The Company thus far has mitigated some of the margin pressure by growing noninterest bearing demand deposit accounts. Average demand deposits increased $23.3 million or 3.8% for the nine months ended September 30, 2007, compared to the same period in 2006.

Despite a 7 bp decrease in the Company's net interest spread, the net interest margin only declined by 4 bp to 3.56% for the three months ended September 30, 2007, compared with 3.60% for the same period in 2006. The Company thus far has mitigated some of the margin pressure by growing noninterest bearing demand deposit accounts. Average demand deposits increased $30.9 million or 4.9% for the three months ended September 30, 2007, compared to the same period in 2006.

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Table 2
Average Balances and Net Interest Income

The following tables include the condensed consolidated average balance sheet, an analysis of interest income/expense and average yield/rate for each major category of earning assets and interest bearing liabilities on a taxable equivalent basis. Interest income for tax-exempt securities and loans has been adjusted to a taxable-equivalent basis using the statutory Federal income tax rate of 35%.

Nine months ended September 30,	**2007**			2006		
(dollars in thousands)	**Average Balance**	**Interest**	**Yield/ Rates**	Average Balance	Interest	Yield/ Rates
ASSETS						
Short-term interest bearing accounts	**$ 8,523**	**$ 320**	**5.03%**	$ 8,327	$ 294	4.73%
Securities available for sale (1)(excluding unrealized gains or losses)	**1,131,533**	**42,682**	**5.04%**	1,107,417	40,086	4.85%
Securities held to maturity (1)	**144,693**	**6,704**	**6.19%**	108,601	4,947	6.10%
Investment in FRB and FHLB Banks	**33,668**	**1,820**	**7.23%**	40,260	1,660	5.53%
Loans and leases (2)	**3,419,983**	**182,283**	**7.13%**	3,271,095	169,800	6.96%
Total interest earning assets	**4,738,400**	**233,809**	**6.60%**	4,535,700	216,787	6.40%
Other assets	**358,208**			343,085		
Total assets	**$ 5,096,608**			$ 4,878,785		