

MCCORMICK ROBERT J
Form 4
January 25, 2005

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

OMB
Number: 3235-0287
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(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)
TRUSTCO BANK CORP NY, 5
SARNOWSKI DR

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
PRES & CEO TRUSTCO BANK CORP

(Street)
GLENVILLE, NY 12302

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

(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)			
			Code	V	Amount		Price

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
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amo Underlying Secur
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)																	
<table border="0" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Code</th> <th style="text-align: left;">V</th> <th style="text-align: left;">(A)</th> <th style="text-align: left;">(D)</th> <th style="text-align: left;">Date Exercisable</th> <th style="text-align: left;">Expiration Date</th> <th style="text-align: left;">Title</th> </tr> </thead> <tbody> <tr> <td>OPTION: RT-TO-BUY</td> <td></td> <td>\$ 12.15</td> <td>01/21/2005</td> <td>A</td> <td>V</td> <td>200,000</td> <td>01/21/2005</td> <td>01/21/2015</td> <td>COMMON</td> </tr> </tbody> </table>							Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	OPTION: RT-TO-BUY		\$ 12.15	01/21/2005	A	V	200,000	01/21/2005	01/21/2015	COMMON
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title																	
OPTION: RT-TO-BUY		\$ 12.15	01/21/2005	A	V	200,000	01/21/2005	01/21/2015	COMMON														

Reporting Owners

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

Signatures

ROBERT T. CUSHING, BY POWER OF ATTORNEY	01/25/2005
<u> </u> 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:

GRANT TO REPORTING PERSON OF OPTION TO BUY 200000 SHARES OF COMMON AS OF 01/21/2005 DATE OF

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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