

TRUSTCO BANK CORP N Y

Form 4

November 04, 2008

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 *
CUSHING ROBERT T

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)
C/O TRUSTCO BANK CORP NY, 5
SARNOWSKI DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2008

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

(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)
COMMON STOCK	10/31/2008		M	95,796 A \$ 10	548,867	I	BY IMMEDIATE FAMILY
COMMON STOCK	10/31/2008		M	95,237 A \$ 9.47	644,104	I	BY IMMEDIATE FAMILY
COMMON STOCK	10/31/2008		M	105,800 A \$ 9.75	749,904	I	BY IMMEDIATE FAMILY
COMMON	10/31/2008		M	100,000 A \$	849,904	I	BY

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STOCK					11.83				IMMEDIATE FAMILY
COMMON STOCK	10/31/2008		S	361,072	D	\$ 12.17	488,832	I	BY IMMEDIATE FAMILY

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 Underlying Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
OPTION:RT-TO-BUY	\$ 10	10/31/2008		M		95,796		06/24/1999	06/24/2009	COMMON STOCK
OPTION:RT-TO-BUY	\$ 9.47	10/31/2008		M		95,237		01/18/2000	01/18/2010	COMMON STOCK
OPTION:RT-TO-BUY	\$ 9.75	10/31/2008		M		105,800		03/16/2001	03/16/2011	COMMON STOCK
OPTION:RT-TO-BUY	\$ 11.83	10/31/2008		M		100,000		07/24/2002	07/24/2012	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CUSHING ROBERT T C/O TRUSTCO BANK CORP NY 5 SARNOWSKI DRIVE GLENVILLE, NY 12302	CFO & EVP

Signatures

ROBERT T. CUSHING, BY POWER OF ATTORNEY	11/04/2008
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__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:

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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