

PATHFINDER BANCORP INC  
Form 5  
March 24, 2003

**Form 5**

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, DC 20549**

OMB APPROVAL  
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[ ] Check box if no longer  
subject to Section 16. Form  
4 or Form 5 obligations  
may continue. See  
instructions 1(b).

[ ] Form 3 Holdings Reported

[ ] Form 4 Transactions  
Reported

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

**ANNUAL STATEMENT OF CHANGES  
BENEFICIAL OWNERSHIP**

1. Name and Address of Reporting Person* <b>Thomas W. Schneider</b>			2. Issuer Name and Ticker or Trading Symbol <b>Pathfinder Bancorp, Inc. (pbhc)</b>			6. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>President, Chief Executive Officer</b>			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>103-60-5650</b>	4. Statement for Month/Year  <b>12/31/2002</b>			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
214 West First Street				5. If Amendment, Date of Original (Month/Year)					
(Street)			Oswego, New York 13126						
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						

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 at end of Issuer's Fiscal Year (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			
<b>Pathfinder Bancorp, Inc. Common Stock</b>	<b>12/31/2002</b>	<b>12/31/2002</b>	<b>A</b>		<b>720</b>	<b>A</b>	<b>14.71</b>	<b>8,105</b>	<b>D</b>	

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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(Over)  
SEC 2270  
(9-02)

**FORM 5 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4 and 5)									
				Code	V								

Explanation of Responses:

**Employee Stock Ownership Plan allocation**

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**/s/ Thomas W. Schneider**

**03/24/2003**

\*\*Signature of Reporting Person

Date

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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