#### PATHFINDER BANCORP INC

Form 5 March 24, 2003

## Form 5

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

[] 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

### ANNUAL STATEMENT OF CHANGES **BENEFICIAL OWNERSHIP**

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

(City)

Form 4 Transactions Reported		mvesunen	t Company Act of 1940			
Name and Address of Reportion     Thomas W. Schneider	ng Person*	2. Issuer Name and Pathfinder Bancon	Ticker or Trading Symbol rp, Inc. (pbhc)	6. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (			4. Statement for Month/Year 12/31/2002	(Check all applicable) Director 10% OwnerX_ Officer (give title below) Other (specify below)  President, Chief Executive Officer		
(Street) Oswego, New York 13126			5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)  _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)		Disposed of (D)			5. Amount of Securities Beneficially Owned at	Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership
	Day/ Year)	(Month/ Day/ Year)	Code	٧	Amount	(A) or (D)	Price	end of Issuer's Fiscal Year (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Pathfinder Bancorp, Inc. Common Stock	12/31/2002	12/31/2002	A		720	A	14.71	8,105	D	

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

(State)

(Zip)

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

> (Over) SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned FORM 5 (continued) (e.g., puts, calls, warrants, options, convertible securities)

Title of Conversion or Date Execution Date, if Code (Instr. 8) Decivative (Month/Day/Year)  Conversion or Date Execution Date (Month/Day/Year)  Transaction Date Exercisable and Expiration Date Amount of Underlying Security  Title and Price of Derivative Ownership Decivative Form of Underlying Security  Decivative Date Exercisable and Expiration Date Underlying Security  Title and Decivative Ownership Decivative Derivative Beneficial		(e.g., pais, cans, warrants, options, convertible securities)												
	Security (Instr.3)	Conversion or Exercise Price of Derivative	Date (Month/ Day/	Deemed Execution Date, if any (Month/ Day/	Code	of Derivative Securities Acquired (A) or Disposed	and Expiration Date (Month/Day/Year)	Amount of Underlying Securities	Price of Derivative Security	Number of Derivative Securities Beneficially Owned at End of Year	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		

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				(Inst 4 an	r. 3, d 5)				
		Code	٧	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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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