TRUSTCO BANK CORP N Y
Form 4
November 04, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CUSHING ROBERT T

(Last) (First) (Middle)

C/O TRUSTCO BANK CORP NY, 5 SARNOWSKI DRIVE

(Street)

GLENVILLE, NY 12302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TRUSTCO BANK CORP N Y [TRST]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CFO & EVP

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			
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

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Tit Unde (Instr
				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	COI
OPTION:RT-TO-BUY	$ 9.47	10/31/2008		M			95,237	01/18/2000	01/18/2010	COI
OPTION:RT-TO-BUY	$ 9.75	10/31/2008		M			105,800	03/16/2001	03/16/2011	COI
OPTION:RT-TO-BUY	$ 11.83	10/31/2008		M			100,000	07/24/2002	07/24/2012	COI

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
**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 A

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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