

Edgar Filing: COMMUNITY BANK SYSTEM INC - Form 4

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 and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 19.48	01/20/2010		A	17,360	⁽²⁾	01/20/2020	Common Stock	17,360
Stock Option	\$ 17.82	01/20/2010		A	41,949	01/20/2010	04/22/2019	Common Stock	41,949
Stock Option	\$ 22.94	01/20/2010		D	5,000	01/17/2010	01/17/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRYNISKI MARK E 1964 PENFOLD WAY BALDWINSVILLE, NY 13027	X		President & CEO	

Signatures

Donna J. Drengel, as attorney-in-fact, pursuant to a power of attorney for Mark E. Tryniski

01/22/2010

**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).

(1) The number of shares reported herein were acquired pursuant to Community Bank System, Inc.'s 401(K) Plan and are based on a current plan statement.

(2) The options vest in five equal installments on January 20, 2011, 2012, 2013, 2014 and 2015.

(3) On April 22, 2009, the reporting person was granted an option to purchase 41,949 shares of common stock at the fair market value on the date of grant subject to the achievement of predetermined performance criteria. The option vested on January 20, 2010 upon the determination that the performance criteria was satisfied.

(4) Represents the cancellation of 5,000 shares of the January 2007 performance option based on the determination that the performance criteria was not fully satisfied. The reporting person did not receive any consideration in connection with the cancellation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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