

ARROW FINANCIAL CORP
Form 4
July 27, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOY THOMAS L

2. Issuer Name and Ticker or Trading Symbol
ARROW FINANCIAL CORP
[AROW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

ARROW FINANCIAL CORPORATION, 250 GLEN STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLENS FALLS, NY 12801

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/15/2015 | 06/15/2015 | G | 188 | D \$ 0 | 168,090 | D |
| Common Stock | 07/23/2015 | 07/23/2015 | M | 4,000 | A \$ 18.71 | 172,090 | D |
| Common Stock | 07/23/2015 | 07/23/2015 | F | 2,683 (1) | D \$ 27.9 | 169,407 | D |
| Common Stock | 07/23/2015 | 07/23/2015 | M | 5,973 | A \$ 20.82 | 175,380 | D |
| | 07/23/2015 | 07/23/2015 | F | | D \$ 27.9 | 170,922 (2) | D |

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| | | | | |
|--------------|---------------------|----------------------|---|------------------|
| Common Stock | 4,458 <u>(1)</u> | | | |
| Common Stock | | 3,412 ⁽³⁾ | I | Irrec. Trust |
| Common Stock | | 5,095 ⁽³⁾ | I | By Wife w/Broker |
| Common Stock | | 2,559 ⁽³⁾ | I | Wife's IRA |
| Common Stock | | 3,480 ⁽³⁾ | I | Irrev. Trust |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 18.71 | 07/23/2015 | | M | 4,000 | 11/28/2011 11/28/2017 | Common Stock | 4,000 |
| Employee Stock Option (Right to Buy) | \$ 20.82 | 07/23/2015 | | M | 5,973 | 11/29/2010 11/29/2016 | Common Stock | 5,973 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

HOY THOMAS L
ARROW FINANCIAL CORPORATION
250 GLEN STREET
GLENS FALLS, NY 12801

X

Chairman

Signatures

Thomas J. Murphy, Attorney
in Fact

07/23/2015

__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) Shares surrendered by reporting person to issuer to pay the exercise price of the derivative security.

(2) Following the reported transactions, total direct holdings include: 1 share held in DRIP and ESPP accounts; 69,144 shares held in qualified retirement plans (IRA); 98,668 shares held in a custody account; and 2,816 shares acquired under a 401k account. None of these transactions were required to be reported on a Form 4 and this information is being furnished to disclose the total holdings of the insider as of the date of this Form 4.

(3) Amount of securities beneficially owned following reported transaction.

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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