SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Address of Reporting	Person [*]	2. Issuer Name and Ticker or Trading Symbol Orange County Bancorp, Inc. /DE/ [OBT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Gilfeather Michael J		<u>orange county bancorp, me. (obr</u> [obr]	X Director 10% Owner					
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) below)					
212 DOLSON AVENUE		12/19/2022	President and CEO					
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
MIDDLETOWN NY	10940		X Form filed by One Reporting Person					
(City) (State)	(Zip)		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) (Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	12/19/2022		Р		200	A	\$47.1	30,481(1)(2)(3)(4)	D	
Common Stock	12/19/2022		Р		100	Α	\$47.1	7,700	Ι	By IRA

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

Derivative Security (Instr. 3) Conversion or Exercise Price of Berivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) of Derivative Securities Acquired (A) or Disposed of (D) Expiration Date (Month/Day/Year)															
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D)				7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	(5)							(5)	(5)	Common Stock	3,610		3,610	D	

Explanation of Responses:

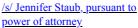
1. Includes shares of restricted stock which vest at a rate of 1/3 per year on February 21, 2021, February 15, 2022 and February 15, 2023.

2. Includes shares of restricted stock which vest at a rate of 1/3 per year commencing on February 15, 2022.

3. Includes restricted stock units which vest at a rate of 1/3 per year commencing on September 21, 2022.

4. Includes restricted stock units which vest at a rate of 1/3 per year commencing on February 15, 2023.

5. Each share of phantom stock is the economic equivalent of one share of common stock and becomes payable upon the reporting person's separation of service as an executive and the reporting person reaches the age of 65.



<u>rsuant to</u> <u>12/20/2022</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * 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).

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

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 Number.