

NELSON STEPHEN E
 Form 4
 February 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
 NELSON STEPHEN E

2. Issuer Name and Ticker or Trading Symbol
 GREENE COUNTY BANCORP INC [GCBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 302 MAIN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Lending

CATSKILL, NY 12414

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

(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)
			Code	V	Amount or Price		
Common Stock	02/07/2012		M		400 A \$ 12.5	480	D
Common Stock	02/07/2012		S		400 D \$ 17.45	80	D
Common Stock	02/09/2012		M		1,150 A \$ 12.5	1,230	D
Common Stock	02/09/2012		S		300 D \$ 17.45	930	D
Common Stock	02/09/2012		S		600 D \$ 17.49	330	D

Common Stock	02/09/2012	S	250	D	\$ 17.5	80	D	
Common Stock							6,982	I By ESOP
Common Stock							1,544 ⁽²⁾	I By 401(k)

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 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 Options	\$ 12.5	02/07/2012		M	400	06/30/2009 ⁽¹⁾ 08/19/2018	Common Stock 400
Stock Options	\$ 12.5	02/09/2012		M	1,150	06/30/2009 ⁽¹⁾ 08/19/2018	Common Stock 1,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON STEPHEN E 302 MAIN STREET CATSKILL, NY 12414			EVP Lending	

Signatures

/s/ Stephen E. Nelson 02/09/2012

**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 stock options will vest at a rate of one-third per Company fiscal year assuming certain cumulative earnings performance criteria are met.
- (2) Includes 404 shares in The Bank of Greene County's 401K Plan in the Greene County Bancorp Stock Fund.

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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