

ARROW FINANCIAL CORP  
Form 4  
November 27, 2013

**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)  
11/26/2013

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 Indirect Beneficial Ownership (Instr. 4) |   |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |            |
| Common Stock                    | 10/11/2013                           |  | G                              | 1,200   | D   | \$ 0   | 168,539   | D |            |
| Common Stock                    | 10/17/2013                           |  | G                              | 391   | D   | \$ 0   | 168,148   | D |            |
| Common Stock                    | 11/26/2013                           |  | J <sup>(1)</sup>               | 266   | A   | \$ 27.23   | 168,414 <sup>(2)</sup>                                | D |            |
| Common Stock                    | 11/26/2013                           |  | J                              | 0   | A   | \$ 0   | 2,509 <sup>(3)</sup>                                  | I | Wife's IRA |
|                                 | 11/26/2013                           |  | J                              | 0   | A   | \$ 0   | 2,996 <sup>(3)</sup>                                  | I |            |

|                 |            |  |   |   |   |      |                      |                     |             |
|-----------------|------------|--|---|---|---|------|----------------------|---------------------|-------------|
| Common<br>Stock |            |  |   |   |   |      |                      | By Wife<br>w/Broker |             |
| Common<br>Stock | 11/26/2013 |  | J | 0 | A | \$ 0 | 3,412 <sup>(3)</sup> | I                   | Irrev.Trust |

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.** SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |          |
|---|---------------|-----------|---------|----------|
|   | Director      | 10% Owner | Officer | Other    |
| HOY THOMAS L<br>ARROW FINANCIAL CORPORATION<br>250 GLEN STREET<br>GLENS FALLS, NY 12801 | X             |           |         | Chairman |

## Signatures

|                                       |            |
|---------------------------------------|------------|
| Thomas J. Murphy, Attorney<br>in Fact | 11/27/2013 |
| **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) Semi-annual Director's Retainer Payment. Shares acquired by the Administrator of the Directors' Stock Plan.

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- Following the reported transactions, total direct holdings include: 66,789 shares held in a qualified retirement plans (IRA) that includes 1,308 shares resulting from the Company's 2 percent stock dividend distributed on Sept. 27, 2013; 99,598 shares held in a custody
- (2) account that includes 1,984 shares resulting from the Company's 2 percent stock dividend distributed on Sept. 27, 2013; and 1,761 shares acquired under the Company's 401k that includes 34 shares resulting from the Company's 2 percent stock dividend distributed on Sept. 27, 2013.
- (3) Following the reported transactions, total indirect holdings include 8,917 shares that includes 173 shares resulting from the Company's 2 percent stock dividend distributed on Sept. 27, 2013.

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.