

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SCHNEIDER THOMAS W</u> <hr/> (Last) (First) (Middle) <u>214 WEST FIRST STREET</u> <hr/> (Street) <u>OSWEGO NY 13126</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pathfinder Bancorp, Inc. [PBHC]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2016</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Executive Officer</p> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2016		P		102	A	\$11.6	9,007	D	
Common Stock	05/06/2016		A		15,816 ⁽¹⁾	A	\$0	24,823	D	
Common Stock	08/15/2016		M		15,000	A	\$5.4638	39,823	D	
Common Stock	08/15/2016		M		15,000	D	\$12.1442	24,823	D	
Common stock								11,797	I	By ESOP
Common Stock								23,262	I	By 401(k)

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 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				
Stock Options	\$11.35	05/06/2016		A		26,361		05/06/2017	05/06/2026	Common Stock	26,361 ⁽²⁾	\$0	26,361	D	
Stock Options	\$5.4638							06/23/2012	06/23/2021	Common Stock	34,591 ⁽³⁾		34,591	D	
Stock Options	\$5.4638	08/15/2016		M		15,000		06/23/2012	06/23/2021	Common Stock	15,000	\$0	19,591	D	

Explanation of Responses:

1. Shares of restricted stock vest over a 7 year period at a rate of 14.285% per year commencing on May 6, 2017.
2. Stock options vest over a 7 year period at a rate of 14.285% per year commencing on May 6, 2017.
3. Stock options vest at a rate of 20% per year commencing on June 23, 2012.

James A. Dowd as POA for
Thomas Schneider 08/31/2016
 ** 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.

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