

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>MERVINE EDWARD</u><br><br>(Last) (First) (Middle)<br><u>214 WEST FIRST ST</u><br><br>(Street)<br><u>OSWEGO NY 13126</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Pathfinder Bancorp, Inc. [ PBHC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP and General Counsel</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/01/2017</u>                   |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                |   |

**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                    | 05/06/2016                           |  | A                              |   | 7,381 <sup>(1)</sup>  | A          | \$0      | 7,441   | D  |   |
| Common Stock                    | 05/13/2016                           |  | M                              |   | 1,000   | A          | \$5.4638 | 8,441   | D  |   |
| Common Stock                    | 02/01/2017                           |  | M                              |   | 2,000   | A          | \$5.4638 | 10,441  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 9,824   | I  | By IRA  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 4,981   | I  | By ESOP   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 10,790  | 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                              |   | 15,816   |     | 05/06/2017   | 05/06/2026      | Common Stock  | 15,816 <sup>(2)</sup>      | \$0  | 15,816   | D   |  |
| Stock Options                              | \$5.4638   | 02/01/2017                           |  | M                              |   | 2,000  |     | 06/23/2012   | 06/23/2021      | Common Stock  | 2,000                      | \$0  | 19,237 <sup>(3)</sup>  | D   |  |

**Explanation of Responses:**

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

/s/ James A. Dowd as POA for Edward Mervine 02/20/2017

\*\* 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.