

FITZGERALD MARY ELIZABETH T

Form 5

January 27, 2003

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| <b>Form 5</b>  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION   |
|  | Washington, D.C. 20549   |
| <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.<br><input type="checkbox"/> Form 3 Holdings Reported<br><input type="checkbox"/> Form 4 Transactions Reported | ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  |
|  | 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 |

|   |                |          |            |
|---|----------------|----------|------------|
| 1. Name and Address of Reporting Person |                |          |            |
| (Last)                                  | (First)        | (Middle) |            |
| Fitzgerald                              | Mary-Elizabeth | T.       |            |
| (Street)                                | (City)         | (State)  | (Zip Code) |
| 1 Ashley Place                          | Queensbury     | NY       | 12804      |

|   |
|---|
| 2. Issuer Name and Ticker or Trading Symbol |
| Arrow Financial Corporation (AROW)          |

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|--|
| 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) |
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|                                 |
|---------------------------------|
| 4. Statement for Month/Day/Year |
| 12/31/02                        |

|  |
|--|
| 5. If Amendment, Date of Original (Month/Year) |
|--|

|   |           |
|---|-----------|
| 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) |           |
| <input checked="" type="checkbox"/> Director                            |           |
| <input type="checkbox"/> 10% Owner                                      |           |
| <input type="checkbox"/> Officer  | (title)   |
| <input type="checkbox"/> Other  | (specify) |

|  |
|--|
| 7. Individual or Joint/Group Reporting (Check Applicable Line)         |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| <input type="checkbox"/> Form filed by More than One Reporting Person  |

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.<br>Title of Security | 2.<br>Trans-<br>action<br><br>Date<br>(M/D/Y) | 3.<br>Trans-<br>action<br><br>Code | 4.<br>Securities<br>Acquired(A)<br><br>Disposed of(D) |                  |         | 5.<br>Amount of<br>Securities<br>Beneficially<br>Owned at End<br><br>of Issuer's<br>Fiscal Year | 6.<br>Ownership<br><br>Form Direct<br>(D) or<br>Indirect (I) | 7.<br>Nature<br>of Indirect<br><br>Beneficial<br><br>Ownership |
|-------------------------|---|------------------------------------|---|------------------|---------|---|--|--|
|                         |   |                                    | Amount  | (A)<br>or<br>(D) | Price   |   |  |  |
| Common<br>Stock         | None  |                                    |   |                  |         | 3,096   | D  |  |
| Common<br>Stock         | 12/13/02                                      | R                                  | 2   | A                | \$33.53 | 294   | D  | DRIP   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| 1.<br>Title of | 2.<br>Conversion | 3.<br>Transaction | 4.<br>Trans- | 5.<br>Number of | 6.<br>Date Exercisable |
|----------------|------------------|-------------------|--------------|-----------------|------------------------|
|----------------|------------------|-------------------|--------------|-----------------|------------------------|

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| Derivative Security | or Exercise Price of Derivative Security | Date (Mo/Da/Yr) | action Code | Derivative Securities Acquired (A) or Disposed of (D) |     | and Expiration Date (M/D/Y) |                 |
|---------------------|--|-----------------|-------------|---|-----|-----------------------------|-----------------|
|                     |  |                 |             | (A)   | (D) | Date Exercisable            | Expiration Date |
| None                |  |                 |             |   |     |                             |                 |

Table II (Continued)

| 1. Title of Derivative Security | 7. Title and Amount of Underlying Securities |                            | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Year | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|----------------------------|---------------------------------|--|--|---|
|                                 | Title  | Amount or Number of Shares |                                 |  |  |   |
| None                            |  |                            |                                 |  |  |   |

Explanation of Responses:

Signature of Reporting Person

Gerard R. Bilodeau

Attorney in Fact

Date: 01/24/03