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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

March 9, 2001

To Shareholders of Suffolk Bancorp:

Notice is hereby given that the annual meeting of shareholders of Suffolk Bancorp, a New York corporation (the "Company"), will be held at the EAST WIND, Route 25A, Wading River, New York, on Tuesday, April 10, 2001 at 1:00 P.M. for the purpose of considering and voting upon the following matters:

1. The election of four directors to hold office for a term of three years, such terms to extend until their successors have been duly elected and qualified.
2. The approval of the Board of Directors' selection of independent auditors for the year ending December 31, 2001.
3. Any other business which may be properly brought before the meeting or any adjournment thereof.

By Order of the Board of Directors

DOUGLAS IAN SHAW
Corporate Secretary

PLEASE SIGN AND RETURN THE ENCLOSED PROXY AS QUICKLY AS POSSIBLE, WHETHER YOU PLAN TO ATTEND THE MEETING IN PERSON OR NOT. YOU MAY WITHDRAW YOUR PROXY AT ANY TIME PRIOR TO THE EXERCISE OF THE PROXY AT THE MEETING BY GIVING WRITTEN NOTICE TO THE SECRETARY OF THE COMPANY.

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**PROXY STATEMENT FOR
ANNUAL MEETING OF SHAREHOLDERS
April 10, 2001**

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Suffolk Bancorp, a New York corporation (the "Company"), of proxies to be voted at the annual meeting of shareholders to be held at 1:00 P.M. on Tuesday, April 10, 2001 at the East Wind, Route 25A, Wading River, New York. This proxy statement and the form of proxy are first being sent to shareholders on March 9, 2001. Any shareholder executing a proxy that is solicited in this statement has the power to revoke it by giving written notice to the Secretary of the Company at any time prior to the exercise of the proxy.

Proxies will be solicited by mail. They also may be solicited by directors, officers, and regular employees of the Company, as well as those of The Suffolk County National Bank (the "Bank"), which is a wholly-owned subsidiary of the Company. They may be solicited, personally, or by telephone or telegraph, but these people will receive no additional compensation for their services. Copies of proxy material will be furnished to brokerage houses, fiduciaries, and custodians to be forwarded to the beneficial owners of the Company's common stock. The Company will bear all costs of soliciting proxies.

As of March 2, 2001, there were 5,941,929 shares of common stock, \$2.50 par value, of the Company outstanding. Only stockholders of record at the close of business on March 2, 2001 are entitled to notice of and to vote at the annual meeting. Each shareholder of record on that date is entitled to one vote for each share held.

SHAREHOLDER PROPOSALS

Shareholder proposals to be considered for inclusion in the proxy statement and considered at the annual meeting must be submitted in a timely fashion. Proposals for the 2002 annual meeting of the shareholders must be received by the Company at its principal executive offices no later than November 8, 2001. Any proposals, as well as any questions about them, should be directed to the Secretary of the Company.

**ITEM 1. ELECTION OF DIRECTORS AND INFORMATION WITH RESPECT TO DIRECTORS
AND OFFICERS (Item 1 on Proxy Card)**

The first item to be acted upon at the meeting of shareholders is the election of four directors to hold office for three years, and until their successors shall have been duly elected and qualified.

The By-Laws of the Company provide that the total number of directors may be fixed by resolution of the Board of Directors. The Board has fixed the number of directors at ten. The By-Laws further provide that the directors shall be divided into three classes, as nearly equal as possible, with terms of office of each class expiring at the end of consecutive years.

All proxies that are received by the Board of Directors conferring authority to so vote in the election of directors will be voted FOR the four nominees listed below. Directors shall be elected by a plurality of the votes cast at the meeting. All proxies received will be voted in accordance with their specific instructions. In the event any nominee declines or is unable to serve, the proxies will be voted for a successor nominee designated by the Board of Directors. Each of the four nominees has consented to being named in this proxy statement and to serve if elected, and the Board of Directors knows of no reason to believe that any nominee will decline or be unable to serve, if elected. The other six members of the Board of Directors, who are listed on the next page, are currently expected to continue to serve on the Board until their respective terms expire.

Following is information about the nominees for directors to be elected at this annual meeting of shareholders and the directors of the Company whose terms of office continue after this annual meeting of shareholders of the Company.

NOMINEES FOR DIRECTOR AND DIRECTORS CONTINUING IN OFFICE

Name ¹	Age	Position and Offices With Company	Business Experience During Past 5 Years ²	Served as Director Since	Present Term Expires	Shares of Common Stock Owned ⁽⁵⁾ Beneficially at 3/2/01	% of Class
Nominees for a term of three years:							
Edgar F. Goodale	47	Director	President, Riverhead Building Supply Corp.	1989	2001	15,887	0.27%
Howard M. Finkelstein	70	Director	Partner, Smith, Finkelstein, Lundberg, Isler, & Yakaboski, L.L.P. (attorneys and general counsel for the Bank)	1984	2001	60,223	1.01%
J. Douglas Stark	69	Director	President, Stark Mobile Homes, Inc. (manufactured housing community)	1984	2001	43,870	0.74%
Susan V.B. O'Shea	51	Director	Managing Partner Long Island Commercial Industrial Corp. (multi-tenant commercial real estate)	2000	2001	1,597	0.03%
Directors Continuing In Office:							
Bruce Collins	70	Director	Currently Retired, Former Superintendent of Public Works Village of East Hampton, New York	1994	2002	15,184	0.26%
Joseph A. Deerkoski	66	Director	President, Neefus-Stype, Inc. (general insurance)	1987	2002	31,091	0.52%
Edward J. Merz	69	Chairman, and Director	Chairman, President and Chief Executive Officer, The Suffolk County National Bank and Suffolk Bancorp Director, Intervest Bancshares Corporation	1984	2002	37,697	0.63%
Thomas S. Kohlmann	54	President, Chief Executive Officer, and Director	Executive Vice President and Chief Lending Officer, The Suffolk County National Bank and Suffolk Bancorp	1999	2003	22,868	0.38%
Terence X. Meyer	44	Director	Partner, Meyer, Meyer, Metli & Keneally, Esqs. L.L.P. (attorneys)	1999	2003	1,559	0.03%
Peter Van de Wetering	69	Director	President, Van de Wetering Greenhouses, Inc. (wholesale nursery)	1985	2003	44,866	0.76%

¹ All of the nominees and all of the directors continuing in office are also directors of the Bank. Of the nominees and directors continuing in office, only Edward J. Merz and Thomas S. Kohlmann have been executive officers of the Company in the last fiscal year.

² The business experience of each director during the past five years was that typical of a person engaged in the principal occupations for that period listed for each. Each of the directors has held the same or another executive position with the same employer during the past five years.

³ Included are the following shares in which directors disclaim beneficial ownership: Joseph A. Deerkoski 8,084 shares owned by Patricia B. Deerkoski, wife; Howard M. Finkelstein 12,697 shares owned by Deonne C. Finkelstein, wife.

The primary business of the Company is the operation of The Suffolk County National Bank. The directors of the Company met thirteen times during the fiscal year ended December 31, 2000, and its Audit Committee met three times. The Board of The Suffolk County National Bank met thirteen times, and the Personnel Committee met three times in 2000. No director serving currently attended fewer than 75 percent of the meetings of the Board of the Company and its committees, or of the Bank and its committees.

The Boards of the Company and the Bank have standing Audit and Personnel Committees composed as follows:

The Audit Committee consists of Messrs. Edgar F. Goodale, Joseph A. Deerkoski, and Terence X. Meyer. This committee performs the functions described below under "AUDIT - Report of the Audit Committee".

The Personnel Committee consists of Messrs. J. Douglas Stark, Joseph A. Deerkoski, and Howard M. Finkelstein. This committee reviews salaries, benefits, and employment policies of the Company and the Bank at least annually, and makes recommendations to the Board.

The Company does not have a Nominating Committee.

AUDIT Report of the Audit Committee

The role of the Audit Committee is to assist the Board of Directors in its oversight of the Company's financial reporting process. The Board of Directors, in its business judgment, has determined that all members of the Committee are "independent" as required by, and meet the experience requirements of, the applicable listing standards of NASDAQ. The Committee operates pursuant to a Charter that was last amended and restated by the Board on May 22, 2000, a copy of which is attached to this Proxy Statement as Appendix A. As set forth in the Charter, management of the Company is responsible for the preparation, presentation, and integrity of the Company's financial statements; the Company's accounting and financial reporting principles; and the Company's internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for auditing the Company's financial statements and expressing an opinion as to their conformity with generally accepted accounting principles.

In the performance of its oversight function, the Committee has reviewed and discussed the audited financial statements with management and the independent auditors. The Committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as currently in effect. Finally, the Committee (i) has received the written disclosures and the letter from the independent auditors required by Independent Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, as currently in effect; (ii) has received written confirmations from management with respect to information technology consulting services relating to financial information systems design and implementation, internal audit, and any other services provided by the auditors; (iii) has considered whether the provision of those services by the independent auditors to the Company is compatible with maintaining the auditor's independence; and (iv) has discussed with the auditors the auditors' independence.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not experts in the fields of accounting or auditing, including in respect of auditor independence. Members of the Committee rely without independent verification on the information provided to them and on the representations made by management and the independent accountants. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal control and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not assure that the Company's financial statements are complete and accurate, that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles, or that the Company's auditors are in fact "independent."

Based upon the reports and discussions described in this report, and subject to the limitations on the role and responsibilities of the Committee referred to above and in the Charter, the Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2000 to be filed with the Securities and Exchange Commission.

Submitted by: Edgar F. Goodale, Chairman of the Committee
Joseph A. Deerkoski
Terence X. Meyer

The following aggregate fees were billed by the accountants during 2000:

\$140,000 for audit services for prior fiscal year;
\$ 0 for financial information systems design and implementation; and
\$414,700 for all other fees (primarily internal audit and tax work).

The information contained in the Audit Committee Report is not deemed filed for purposes of the Securities Exchange Act of 1934, shall not be deemed incorporated by reference by any general statement incorporating the document by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates such information by reference, and shall not otherwise be deemed filed under such Acts.

COMPENSATION **Report of the Personnel Committee**

The Company's Personnel Committee serves as its Compensation Committee. It consists of three Directors who are not employees as well as the President and Chief Executive Officer. Members of the Bank's management attend Committee meetings regularly to provide information about personnel policies and programs, along with their cost. Management's participation in this Committee plays an important part in the development and continuation of benefit plans, and in determining appropriate compensation. The Committee holds discussions with management in attendance to ensure that decisions affecting both return to shareholders and the Bank's operations are made diligently. The Committee was established to review, at least annually, the salaries, benefits, and employment policies of the Bank and then make recommendations to the full Board.

Compensation Policy

It is the Company's policy to compensate individuals at fair and competitive levels to encourage them to work to the benefit of the shareholders. It is to this end that the Company has established a program that links employees' remuneration to demonstrated and measurable performance goals. These goals are aligned with corporate philosophy and the annual business plan. The performance of an employee is reviewed individually. However, the individual's impact on overall corporate success is also weighed. Leadership and presence in the community are other factors. The Company continues to attract and maintain qualified staff. The Company, through the use of incentives, competitive salaries, and direct ownership rewards these individuals for their ongoing commitment to our shareholders. Management remains diligent in its pursuit of new and innovative ways to determine compensation.

Components of Compensation

The Committee examines three components of compensation annually: base salary, executive incentive (bonus), and long-term incentive. The Company uses base salary ranges for all employees, with the exception of the President and Executive Vice Presidents. The ranges have been determined by regional salary surveys, industry guides, and regional economic conditions. Comparisons to compensation at similar companies are made regularly. Information gained from membership in regional banking organizations also permits valuable comparisons. The Company also participates in comparison surveys conducted by independent consulting firms that provide additional information in return. The second component of executive compensation is the Executive Officer Incentive Program (Bonus). This program rewards key individuals who have contributed successfully to the Company's profitability during the business year. Over the years, differing methods have been used to determine these awards. Recent methods have included a formula based strictly on net earnings, prorating by base salary, and ratings based on individual performance and position. Long-term incentives take the form of stock options. The Committee acknowledges the value of using such incentives as they tie the executives' interest to the shareholders'. The purpose of executive compensation, in general, is to provide incentives to increase the net worth of the Company, and ultimately shareholders' wealth. It should be noted that the Company has no long-term contracts in effect for its Executive Officers other than contracts that would become effective only if a change in control of the Company occurs.

Compensation of Chief Executive Officer

To assess the appropriate form and amount of compensation, the Committee evaluates the performance of the Company and the C.E.O.'s individual contribution to that performance. In evaluating the Company, the Committee considers return on stockholders' equity, return on assets, the quality and quantity of assets, operating efficiency, growth in earnings and earnings-per-share, and the market price of the Company's common stock. The C.E.O.'s individual performance is evaluated on the basis of the quality of oversight and the development of strategy. The Company's operating results and market performance are compared quarterly to the commercial banking industry as a whole, all banking companies in the New York metropolitan area, all banking companies of similar size nationwide, and selected regional competitors. The C.E.O.'s compensation is compared annually to selected regional competitors operating in the state of New York. The Committee then makes an estimation in awarding base salary, cash bonus, and stock options.

Conclusion

The Committee believes that the compensation awarded to the Company's senior executives is appropriate given the Company's performance and the performance of individual executives.

Submitted by: J. Douglas Stark, Chairman of the Committee
Joseph A. Deerkoski
Howard M. Finkelstein

The following table sets forth the cash compensation paid to each person who served as C.E.O. during the fiscal year ended December 31, 2000, and each of the other four highest paid executive officers of the Company whose salary and bonus exceeded \$100,000 as accrued for the fiscal year ended December 31, 2000.

SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Year (b)	Annual Compensation			Long-Term Compensation			All Other Compensation (\$) ¹ (i)
		Salary (\$) (c)	Bonus (\$) (d)	Other Annual Compensation (\$) (e)	Awards		Payouts	
					Restricted Stock Award(s) (\$) (f)	Options/ SARs (#) (g)	LTIP Payouts (\$) (h)	
Thomas S. Kohlmann President and Chief Executive Officer	2000 1999 1998	225,838 154,844 125,004	40,000 25,361 20,405	n/a n/a n/a	n/a n/a n/a	5,000 1,500 1,500	n/a n/a n/a	3,950 3,790 6,383
J. Gordon Huszagh Executive Vice President & Chief Financial Officer	2000 1999 1998	111,859 102,629 98,102	25,000 15,754 14,136	n/a n/a n/a	n/a n/a n/a	1,500 1,500 n/a	n/a n/a n/a	4,538 3,914 3,787
Victor F. Bozuhoski, Jr. Executive Vice President	2000 1999 1998	169,131 148,900 146,170	40,000 25,707 25,972	n/a n/a n/a	n/a n/a n/a	1,500 n/a 1,500	n/a n/a n/a	8,041 7,204 11,054
Robert C. Dick Executive Vice President & Chief Lending Officer	2000 1999	118,723 107,033	24,352 16,169	n/a n/a	n/a n/a	n/a n/a	n/a n/a	3,895 3,037
Augustus C. Weaver Executive Vice President & Chief Information Officer	2000 1999 1998	142,825 138,359 129,066	31,026 25,361 22,282	n/a n/a n/a	n/a n/a n/a	1,500 1,500 1,500	n/a n/a n/a	3,954 3,777 7,106

¹ Includes above-market or preferential earnings on deferred compensation, and company matching contributions to 401(K) plan.

STOCK OPTION AND OTHER PLANS

The Company adopted a 1999 Stock Option Plan for its employees and employees of its subsidiaries which was approved by the shareholders. The Option Plan provides for incentive stock options and non-qualified stock options. Under the Option Plan, options to purchase up to 600,000 shares of Common Stock may be issued. As of December 31, 2000, options for 590,500 shares remained to be granted: 9,500 options were granted in 2000 to the persons named in the summary compensation table. During 2000, executive officers acquired no shares on exercise and no value was realized. At December 31, 2000, there were 55,200 unexercised options or stock appreciation rights outstanding, of which 45,700 had vested and may be exercised. As of December 31, 2000, the difference between the market value of the Common Stock and the exercise price of unexercised in-the-money options or stock appreciation rights was \$389,725.

Under the Plan, key employees are granted options to purchase Common Stock of the Company at a price equal to the fair market value of the shares on the date that the option is granted. Almost all of the Company's approximately 400 employees could qualify as key employees. The Personnel Committee of the Board of Directors determines the optionee, the number of shares covered by the options, and the exercise price of options granted under the Plans. When granted, options expire after a time determined by the Personnel Committee, but in no event longer than ten years, or on termination of the employment of the optionee unless the termination resulted from death, disability, or retirement. In those events, the option expires in two years, one year, and three months after termination of employment, respectively. The exercise price may be paid either in cash or by delivery of shares of the Company's Common Stock, valued at the market price. Optionees may also be given stock appreciation rights in connection with the option. The Personnel Committee may, in its discretion, establish provisions for the exercise of stock options different from those described in this paragraph. Copies of the Plans are available upon shareholder request.

STOCK OPTION TABLE

INDIVIDUAL GRANTS					
Name (a)	Number of Securities Underlying Options/SAR's Granted (#) (b)	Percent of Total Options/SAR's Granted to Employees in Fiscal Year (c)	Exercise of Base Price (\$/Sh) (d)	Expiration Date (e)	Grant Date Present Value \$ (h)
Thomas S. Kohlmann	5,000	53%	\$26.25	1/18/10	\$38,600
J. Gordon Huszagh	1,500	16%	\$26.25	1/18/10	\$11,580
Victor F. Bozuhoski, Jr.	1,500	16%	\$26.25	1/18/10	\$11,580
Augustus C. Weaver	1,500	16%	\$26.25	1/18/10	\$11,580

**The weighted-average, fair value of the options granted during 2000 was \$7.72. The fair value of each option was estimated on the date granted using the Black-Scholes option pricing model. The following weighted average assumptions were used for grants during 2000: risk-free interest rate of 6.73%; expected dividend yield of 2.78%; expected life of ten years; and expected volatility of 19.1%.

COMPENSATION PURSUANT TO PLANS

The Company has a defined-benefit pension plan. It is the only form of contingent remuneration. It is noncontributory and is applicable to all officers and employees after one year of eligible service and attainment of age 21. Annual Retirement Allowance is equal to 1 3/4 percent of Average Compensation times Creditable Service up to thirty-five years, plus 1 1/4 percent of Average Compensation times Creditable Service in excess of thirty-five years (up to five such years), less 0.49 percent of the Final Three Year Average Compensation (limited to Covered Compensation) times Creditable Service up to thirty-five years. "Average Compensation" is the average of compensation during the five consecutive years of employment affording the highest such average. "Covered Compensation" is the average of the Social Security taxable wage base for the thirty-five years ending with the year an individual attains Social Security Retirement Age. Vesting is 100 percent after five years of creditable service from employment. The total pension plan expense for all officers and employees for 2000 was \$89,692.

The following table presents the estimated retirement benefits payable under the Plan based on selected compensation amounts and years of service, after deducting Covered Compensation. Only those directors who are also executive officers of the Company participate in the Plan.

**APPROXIMATE ANNUAL RETIREMENT BENEFITS BASED ON
AVERAGE ANNUAL EARNINGS FOR HIGHEST FIVE CONSECUTIVE YEARS**

Annual Average Compensation	Years of Creditable Service		
	15	25	35
\$50,000	10,545	17,575	24,605
100,000	23,670	39,450	55,230
150,000	36,795	61,325	85,855
200,000	39,420	65,700	91,980
250,000	39,420	65,700	91,980
300,000	39,420	65,700	91,980

The single plan maximum benefit limit under Internal Revenue Code Section 415 as of January 1, 2000, \$135,000 (\$131,707 under the Normal Form of Payment for a Single Participant), is reflected in the benefits. The maximum annual compensation allowed under a qualified plan, \$170,000 for 2000, is also reflected in the calculations.

YEARS OF CREDITABLE SERVICE

Name of Officer	Capacities In Which Served	Years of Creditable Service
Thomas S. Kohlmann	President & Chief Executive Officer	8
Victor F. Bozuhoski, Jr.	Executive Vice President	34
Augustus C. Weaver	Executive Vice President & Chief Information Officer	13
Robert C. Dick	Senior Vice President & Chief Lending Officer	20
J. Gordon Huszagh	Executive Vice President & Chief Financial Officer	17

BENEFICIAL INTEREST OF EXECUTIVE OFFICERS

as of March 2, 2001

Name	Position Held	# of Shares *** Owned Beneficially	% of Fully Diluted Shares Outstanding
Thomas S. Kohlmann	President & Chief Executive Officer	22,868	0.38%
J. Gordon Huszagh	Executive Vice President & Chief Financial Officer	7,738	0.13%
Victor F. Bozuhoski, Jr.	Executive Vice President	17,563	0.29%
Robert C. Dick	Executive President & Chief Lending Officer	4,440	0.07%
Augustus C. Weaver	Executive Vice President & Chief Information Officer	11,514	0.19%

*** includes options currently exercisable

Directors and executive officers of the Company and the Bank, who as a group total fourteen, own beneficially 316,097 shares of common stock or 5.32 percent of the fully diluted shares of the company outstanding as of March 2, 2001.

EMPLOYMENT CONTRACTS

The Company has entered into agreements with fourteen employees, including Messrs. Bozuhoski, Dick, Huszagh, Kohlmann, Merz, and Weaver. These agreements provide for certain benefits in the event that the employee is terminated involuntarily within three years of a "change of control" of the Company. It also provides benefits if the employee leaves voluntarily within three years of a "change of control" if there has been a material change in the employee's salary, function, duties, or responsibilities that causes the employee's position to be of less dignity, responsibility, importance, or scope than it was

immediately before the “change of control.” It further applies if there is a significant change in geographic location of the employee’s place of employment. Under the agreements, a “change of control” occurs if (i) any individual, entity, or group acquires 25 percent or more of the Company’s common stock or the outstanding voting securities of the Company; (ii) the current directors of the Company and directors approved in the future by a majority of the current directors and their approved successors (“Incumbent Directors”) cease to comprise a majority of the directors of the Company; (iii) there is a reorganization, merger, or consolidation of the Company or sale or other disposition of all the Company’s assets; or (iv) the shareholders of the Company approve its liquidation or dissolution. An acquisition by a corporation otherwise described in (i) above and the events described in (iii) above do not comprise a “change of control” when or if (a) the holders of 60 percent of the Company’s common stock and voting securities own substantially the same proportion of common stock and voting securities of the corporation resulting from such event; (b) no person, entity, or group owns 25 percent or more of the common stock or voting securities of the resulting corporation except one who did not own more than 25 percent before the event; and (c) a majority of the directors of the board of the resulting corporation are currently incumbent directors or are incumbent directors at the time of the action by the board approving the event. After an event of termination following a change in control, an employee shall be entitled to a monthly payment in the amount of his or her monthly rate of salary immediately before the “event of termination,” plus one-twelfth of all bonuses paid to the employee in the twelve preceding months. In addition, the employee shall be entitled to receive the Company’s health benefits during the benefit period. The payments and benefits shall continue for up to thirty-six months. These payments and benefits will be reduced by the amount of salary and benefits the employee receives from other employment during the benefit period. The agreements are effective for any “change of control” taking place prior to January 1, 2005.

DIRECTORS’ COMPENSATION

With the exception of directors’ fees described below, directors of the Company are not compensated in any way for their services. All directors of the Bank receive an annual fee of \$19,500 for their services. All directors of the Bank, except Messrs. Kohlmann and Merz, also receive \$1,100 for four meetings during the month of service on the Finance Committee and \$700 per meeting of any other committee of which each may be a member.

The Company maintains a Directors’ Deferred Compensation Plan, under which a director may defer receipt of his fees as a director of the Bank until retirement or age 72, termination of service, or death. During the deferral period, amounts deferred earn interest at 1 percent less than the prime rate.

Upon the merger of Hamptons Bancshares, Inc. into Suffolk Bancorp, the Company assumed the retirement plan for the directors of Hamptons Bancshares, Inc., which had been established in 1988, and covered ten directors who had served for at least seven consecutive years, including Mr. Collins. These directors, upon attaining age 70, receive a benefit of \$833 per month payable for 120 months, and for which the Company contributes the sum of \$8,000 per month.

TRANSACTIONS WITH DIRECTORS, EXECUTIVE OFFICERS, AND ASSOCIATES

Some of the nominees, directors continuing in office, and executive officers of the Company, as well as members of their immediate families and the corporations, organizations, trusts, and other entities with which they are associated, are also customers of the Bank in the ordinary course of business. They may also have taken loans from the Bank of \$60,000 or more. It is anticipated that these people and their associates will continue to be customers of, and indebted to, the Bank in the future. All such loans, however, were made in the ordinary course of business, did not involve more than normal risk of collectibility, or present other unfavorable features. They were made on substantially the same terms as those prevailing at the time for comparable transactions with unaffiliated persons, including interest rates and collateral. At present, none of these loans to nominees, directors, executive officers, or their associates is non-performing.

Other than normal relationships as customers or by virtue of position or ownership in the Company, none of the directors or officers of the Company or their associates now maintains, or has maintained, any significant business or personal relationship with the Company or the Bank during 2000, except for the following. The law firm of Smith, Finkelstein, Lundberg, Isler & Yakaboski, L.L.P., of which Director Finkelstein is a partner, has been employed by the Bank as general counsel and was paid \$106,799 for legal services. It is anticipated that the Bank will employ this law firm in the future. The insurance firm of Neefus-Stype, Inc., of which Director Deerkoski serves as President, was paid \$350,074 in premiums on various commercial and liability insurance policies for current and future coverage, and other fees. Management and the Board of Directors of the Company have determined that these amounts are fair and competitive for the services provided.

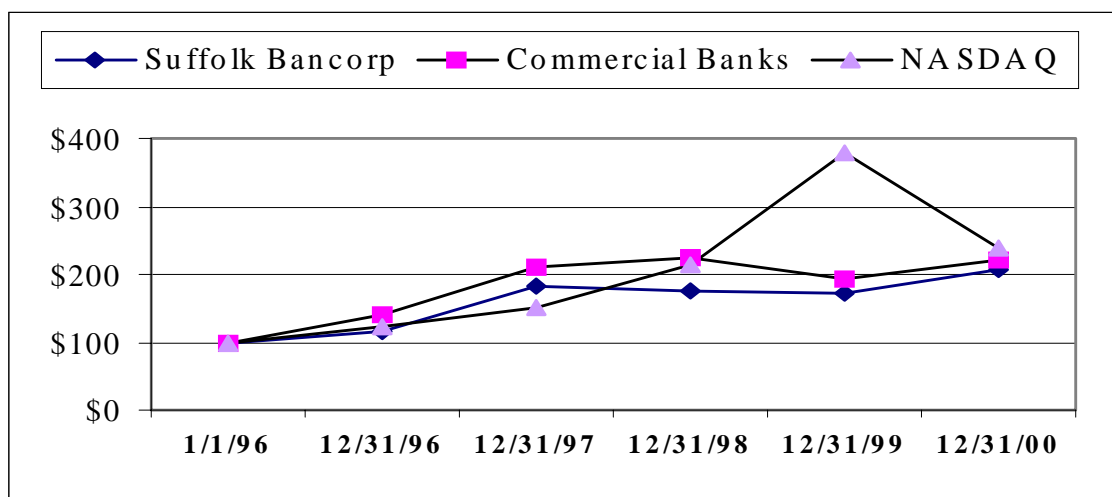
PRINCIPAL SHAREHOLDERS OF THE COMPANY

To the knowledge of the Company, the table below presents the total number of shares and percent beneficially owned by shareholders who own more than 5 percent of the Company's common stock as of March 2, 2001.

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount, Nature and Percent of Beneficial Ownership of Class</u>
Common Stock	Private Capital Management 3003 Tamiami Trail Naples, Florida 34103	490,368 8.25%

COMPARISON OF CUMULATIVE TOTAL RETURN OF SUFFOLK BANCORP, INDUSTRY INDEX, AND BROAD MARKET INDEX

The following chart and table compare the total return to shareholders of Suffolk Bancorp with national commercial banks, and the NASDAQ Composite Index, both of which Suffolk Bancorp is a part.



Comparison of Cumulative Total Return of Suffolk Bancorp, Industry Index, and Broad Market
(in \$)

	1/1/96	12/31/96	12/31/97	12/31/98	12/31/99	12/31/00
Suffolk Bancorp	100	115.01	183.68	175.46	171.95	208.05
Commercial Banks	100	140.46	208.90	225.56	191.69	221.85
NASDAQ	100	124.27	152.00	214.39	378.12	237.12

ASSUMES \$100 INVESTED ON JANUARY 1, 1996
ASSUMES DIVIDEND REINVESTED
FISCAL YEAR ENDING DECEMBER 31, 2000

ITEM 2. APPROVAL OF INDEPENDENT AUDITORS (Item 2 on Proxy Card)

The Board of Directors has selected Arthur Andersen, L.L.P., independent auditors, to audit the financial statements of the Company for the fiscal year ending December 31, 2001, and recommends that shareholders vote for ratification of the appointment. Notwithstanding the selection, the Board, in its discretion, may direct the appointment of new independent auditors at any time during the year, if the Board feels that the change would be in the best interests of the Company and its shareholders. In the event shareholders vote against ratification, the Board will reconsider its selection.

Representatives of Arthur Andersen, L.L.P. are expected to be present at the annual meeting of the shareholders. They will have the opportunity to make a statement if they so desire, and are expected to be available to respond to appropriate questions.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote is required for approval of the Board of Directors' selection of independent auditors for the year ending December 31, 2001.

The Board of Directors recommends a vote FOR this proposal, which is Item 2 on the proxy card.

FILING OF S.E.C. REPORTS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires executive officers, directors, and persons who beneficially own more than 10 percent of the stock of the Company to file initial reports of ownership and reports of changes in ownership. Such persons are also required by S.E.C. regulations to furnish the Company with copies of these reports. Based solely on a review of the copies of such reports furnished to the Company, the Company believes that during 2000 its executive officers, directors, and beneficial owners of more of the stock complied with all applicable filing requirements of Section 16(a), except for Bruce Collins, a director of the Company, who did not file a Form 5 with respect to fiscal year 1999 which is required to reflect changes in period-end holdings of Company stock resulting from certain dividend reinvestment transactions in 1999 that were exempt from Section 16.

OTHER MATTERS

The Board of Directors of the Company is not aware of any other matters that may come before the meeting. However, the proxies may be voted with discretionary authority with respect to any other matters that may properly come before the meeting.

Date: March 9, 2001

By Order of the Board of Directors

DOUGLAS IAN SHAW
Corporate Secretary

Appendix A

Suffolk Bancorp
Board of Directors
Examination & Audit Committee Charter
Adopted May 22, 2000

PURPOSE

The primary function of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities. This is accomplished by reviewing:

1. The financial reports and other financial information provided by the Corporation to any governmental body or the public.
2. The Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established.
3. The Corporation's auditing, accounting, and financial reporting processes, generally.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures, and practices at all levels.

The Committee's primary duties and responsibilities are to:

1. Serve as an independent and objective party to monitor the Corporation's financial reporting process and internal control system.
2. Review and appraise the audit efforts of the Corporation's independent accountants and internal auditing department.
3. Provide an open avenue of communication among the independent accountants, financial and senior management, the internal auditing department, and the Board of Directors.
4. The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in the Responsibilities and Duties Section of this Charter.

COMPOSITION

The Committee shall be comprised of three or more directors determined by the Board. Each member shall be an independent director, free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

A director will be deemed independent if he or she meets the definition of an "independent director" set forth in NASD Rule 4200.

All members of the Committee shall have a working familiarity with basic finance and accounting practices and shall otherwise have the qualifications set forth for all audit committee members in NASD Rule 4460(d)(2)(A), and at least one member of the Committee shall have accounting or finance employment experience, requisite professional certification in accounting, or otherwise possess financial sophistication as contemplated by NASD Rule 4460(d)(2)(A). Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.

The Board, at its annual organizational meeting, shall elect the members of the Committee. They shall serve until their successors are duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with management, the director of the internal auditing department, and the Corporation's independent accountants in separate executive sessions.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Documents/Reports Review

1. Review and recommend any proposed changes to Charter to the Board for approval at least annually. Interim review will be conducted as conditions dictate.
2. Review the Corporation's annual financial statements. Review any reports or financial information submitted to any governmental body or to the public, including any certification, report, opinion, or review rendered by the independent accountants.
3. Review the regular internal reports to management prepared by the internal auditing department, as well as management's response.
4. Review, quarterly, with management and with the independent accountants the quality of the Corporation's accounting principles as applied in its external financial reporting, including earnings releases, reports to the Securities and Exchange Commission on Form 10-K (annual) and Form 10-Q (quarterly), and reports to shareholders since the previous quarterly meeting of the committee. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.

Independent Accountants

5. Recommend to the Board of Directors the selection of the independent accountants whose firm is ultimately accountable to the Audit Committee and the Board as representatives of the Corporation's shareholders, considering independence and effectiveness.
6. Approve the fees and other compensation to be paid to the independent accountants.
7. Evaluate the independent accountants on an annual basis and, where appropriate, recommend a replacement for the independent accountants. In such evaluation, the Committee shall ensure that the independent accountants deliver a formal written statement delineating all relationships between such independent accountants and the Corporation. The Committee shall also engage in a dialogue with the independent accountants with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent accountants and, in response to the independent accountant's report, take, or recommend that the Board take, appropriate action to satisfy itself of the independent accountant's independence.
8. Review the performance of the independent accountants and, if circumstances warrant, recommend to the Board the replacement of the independent accountants.
9. Periodically consult with the independent accountants, out of the presence of management, about internal controls and the completeness and accuracy of the Corporation's financial statements.

Financial Reporting Processes

10. In consultation with the independent accountants and the internal auditors, review the integrity of the Corporation's financial reporting processes, both internal and external.
11. Consider the independent accountants' judgments about the quality and appropriateness of the Corporation's accounting principles, as applied in its financial reporting.

12. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practice as suggested by the independent accountants, management, or the internal auditing department.

Process Improvement and Audit

13. Establish regular and separate systems of reporting to the Committee by management, independent accountants, and internal auditors regarding any significant judgments made in management's preparation of the financial statements. Secure the view of each as to appropriateness of such judgments.

14. Meet with the independent accountants prior to the audit to review the planning and staffing of the audit. Obtain from the independent accountants assurance that Section 10A of the Private Securities Litigation Reform Act of 1995 has not been implicated. Discuss with the independent accountants the matters required to be discussed by Statement on Auditing Standards No. 60 relating to the conduct of the audit. Following completion of the annual audit, review separately with management, the independent accountants, and the internal auditing department, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

15. Review any significant disagreement among management, the independent accountants, and the internal auditing department in connection with the preparation of the financial statements.

16. Review with the independent accountants, the internal auditing department, and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

Ethical and Legal Compliance

17. Establish, review, and update periodically a Code of Ethical Conduct. Ensure that management has established a system to enforce this Code.

18. Review management's monitoring of the Corporation's compliance with the organization's Ethical Code.

19. Ensure that management has the proper review system in place to ensure that the Corporation's financial statements, reports, and other financial information disseminated to governmental organizations and to the public satisfy legal requirements.

20. Review activities, organizational structure, and qualifications of the internal audit department. Review the appointment and replacement of the senior auditing executive.

21. Review, with the organization's counsel, legal compliance matters including corporate securities trading policies.

22. Review, with the organization's counsel, any legal matter that could have a significant impact on the organization's financial statements.

23. Secure the service of independent counsel, or other professional service or consultants, as deemed necessary and appropriate. The Committee may request any officer or employee of the Corporation, or the Corporation's outside counsel or independent accountants, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

24. Perform any other activities consistent with this Charter, the Corporation's By-laws, and governing law, as the Committee or the Board deems necessary or appropriate.

25. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles; these tasks are the responsibility of management and the independent accountants. Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the independent accountants, or to assure compliance with laws and regulations and the Corporation's Code of Ethics.

