ROMAINE STEPHEN S

Form 5

February 10, 2010

FORM	5							OMB AF	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION									3235-0362		
	Check this box if Washington, D.C. 20549 no longer subject								January 31 2005		
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 1.0			
1(b). Form 3 Hole Reported Form 4 Transaction Reported	dings Section 17(a)	ant to Section 16 of the Public Uti 30(h) of the Inv	lity Holding	g Compai	ny A	ct of 1		1			
1. Name and AdROMAINE S	ldress of Reporting Pe STEPHEN S	Symbol	2. Issuer Name and Ticker or Trading Symbol TOMPKINS FINANCIAL CORP				5. Relationship of Reporting Person(s) to Issuer				
		[TMP]						(Check all applicable)			
(Last)	(First) (Mid	(Month/Day/Year)X_ Officer (state of the last of th					X_ Officer (give relow)	tve title 0ther (specify below)			
	FINANCIAL TON, P.O. BOX	460					Pres	sident & CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
ITHACA, N	NYÂ 14851					_	X_ Form Filed by 0 Form Filed by N Person	One Reporting Pe More than One Re			
(City)	(State) (Z	ip) Table	I - Non-Deriv	ative Secu	ırities	Acqui	red, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Amount	(A) or (D)	Price	(Instr. 3 and 4)				
Common Stock Drip	12/31/2009	Â	L	3	A	\$ <u>(1)</u>	105	D	Â		
Common Stock - 401k/esop	12/31/2009	Â	L	192	A	\$ <u>(2)</u>	2,933	D	Â		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Num of Deriv Secur Acqui (A) of Dispo of (D (Instrument))	vative rities nired or osed o)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Incentive Stock Option (Right to Buy)	\$ 28.36	Â	Â	Â	Â	Â	(3)	07/24/2011	Common Stock	2,330
Incentive Stock Option (Right to Buy)	\$ 32.23	Â	Â	Â	Â	Â	(3)	09/30/2012	Common Stock	7,986
Incentive Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	(3)	05/03/2014	Common Stock	6,052
Incentive Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	(4)	01/23/2016	Common Stock	7,260
Incentive Stock Option (Right to Buy)	\$ 43.51	Â	Â	Â	Â	Â	(4)	01/18/2017	Common Stock	4,368
Incentive Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(4)	11/29/2017	Common Stock	51
Non-qualified Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	(3)	05/03/2014	Common Stock	7,015
Non-qualified Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	(4)	01/23/2016	Common Stock	3,740
Non-qualified Stock Option (Right to Buy)	\$ 43.51	Â	Â	Â	Â	Â	(4)	01/18/2017	Common Stock	10,63
Non-qualified Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(4)	11/29/2017	Common Stock	14,94

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Stock

Rights (SAR)

Appreciation \$ 45.88 Â

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 \hat{A} \hat{A} \hat{A} $\frac{(5)}{(5)}$ 09/17/2019

Common

Stock

20,00

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Â

Other

ROMAINE STEPHEN S TOMPKINS FINANCIAL CORPORATION P.O. BOX 460

ÂX

President & CEO Â

Signatures

ITHACA, NYÂ 14851

/s/ Stephen S. Romaine

02/09/2010

**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) Shares acquired through reinvestment of quarterly cash dividends.
- (2) Shares acquired through payroll deferral and reinvestment of quarterly cash dividends.
- (3) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (4) The stock option becomes exercisable in six annual installments commencing two years after the date of grant.
- Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. They become exercisable in six annual installments commencing two years after the grant date, and when exercised, SARs will be settled in Common Stock of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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