BYRNES JA Form 5 February 14											
FORM								OMB A	PPROVAL		
		STATES SECU	RITIES AN	D EXCH	IANG	E CO	OMMISSION	OMB Number:	3235-0362		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction			ashington, D	shington, D.C. 20549				Expires:	January 31,		
			ENT OF CHANGES IN BENEFICIAL CRSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934,					Expired: 2005 Estimated average burden hours per response 1.0			
1(b). Form 3 H Reported Form 4 Transacti Reported	oldings Section 17(a) of the Public		ig Compa	any A	ct of i	1935 or Sectio	n			
BYRNES JAMES J Symbo TOM			IPKINS FINANCIAL CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)				nent for Issuer's Fiscal Year Ended Day/Year) 2011			X Director 10% Owner Officer (give title Other (specify below) below)				
	S FINANCIAL TION, P O BOX (Street)		nendment, Date	Original		(6. Individual or J	oint/Group Rep	orting		
Filed(Mor			nth/Day/Year)				(check applicable line)				
ITHACA,Â	NYÂ 14851					-	_X_ Form Filed by	One Reporting P More than One R			
						-	Person	More than One K	eporting		
(City)	(State)	(Zip) Ta	ble I - Non-Der	ivative Sec	curities	s Acqu	ired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	e 2A. Deemed Execution Date, i any (Month/Day/Yea	Code	4. Securi Acquirec Disposec (Instr. 3, Amount	(A) or of (D)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	Â	Â	Â	Â	Â	Â	45,036 <u>(2)</u>	D	Â		
	port on a separate line ficially owned directl		contained i	n this for	m are	not re	llection of info equired to resp lid OMB contro	ond unless	SEC 2270 (9-02)		

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

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

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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 Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
7% Convertible Trust Preferred - IRA	Â	Â	Â	Â	ÂÂ	04/15/2019	03/31/2039	Common Stock	12,091

Reporting Owners

Reporting Owr	Relationships					
	Director	10% Owner	Officer	Other		
BYRNES JAMES J TOMPKINS FINAN P O BOX 460 ITHACA, NY 14	ÂX	Â	Â	Â		
Signatures						
/s/ James J. Byrnes	02/13/2012					
<u>**</u> 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).

The Trust Preferred Securities were issued by Tompkins Capital Trust I, all of the common securities of which are owned by Tompkins Financial Corporation (TMP). The Trust Preferred Securities are convertible, at any time on or after April 15, 2019, into TMP Common

- (1) Thatefail Corporation (1941). The Trust referred securities are convertice, at any time on or after April 15, 2019, into 1941 Common Stock on the trading days in the calendar quarter preceding the date of conversion. The amount set out in Item #7 above uses the \$41.35 conversion price.
- (2) Includes 14,120 shares of TMP stock held in the reporting person's IRA that were previously reported as "Common Stock IRA".

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.