#### Edgar Filing: TOMPKINS FINANCIAL CORP - Form 4

		Lugari			011101	100					
TOMPKINS Form 4 May 25, 20	S FINANCIAL C	ORP									
FORM	ЛД									B APPROVAL	
Check this box				ECURITIES AND EXCHANGE ( Washington, D.C. 20549				COMMISSIO	N OMB Number		
									Expires:	January 31, 2005	
subject Section Form 4	16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP (							Estimate burden l	ed average nours per	
Form 5 obligation may corn See Inst 1(b).	ons Section 17(	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								0.0	
(Print or Type	Responses)										
FETSKO FRANCIS M S			2. Issuer Name <b>and</b> Ticker or Trading Symbol TOMPKINS FINANCIAL CORP				-	5. Relationship of Reporting Person(s) to Issuer			
			[TMP]					(Check all applicable)			
(Last) (First) (Middle) TOMPKINS FINANCIAL			3. Date of Earliest Transaction (Month/Day/Year) 05/25/2012					Director 10% Owner X Officer (give title Other (specify below) below) EVP, COO, CFO & Treasurer			
CORPORATION, PO BOX #460											
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
ITHACA, I	NY 14851							Person	More than On	e Reporting	
(City)	(State)	(Zip)						quired, Disposed	of, or Benefi	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	, if Transaction(A) Code (Inst		ispose 4 and (A) or		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)	
Common Stock	05/25/2012			M	8,785	A		13,221	D		
Common Stock	05/25/2012			F	6,946	D	\$ 37.06	6,044	D		
Common Stock								4,669 (2) (3)	I	by 401K/ESOP	

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

#### Edgar Filing: TOMPKINS FINANCIAL CORP - Form 4

# displays a currently valid OMB control number.

# 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		8. De Se (Ir
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (Right to Buy)	\$ 29.3	05/25/2012		М	8,785	<u>(1)</u>	09/30/2012	Common Stock	8,785	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FETSKO FRANCIS M TOMPKINS FINANCIAL CORPORATION PO BOX #460 ITHACA, NY 14851			EVP, COO, CFO & Treasurer				

### **Signatures**

/s/ Francis M. 05/25/2012 Fetsko

<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).
- (1) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (2) Reflects all 401K/ESOP allocations and dispositions since the filing of the reporting person's last ownership report.

Shares allocated to the reporting person's 401K/ESOP were reported in the Form 5 filed 2/15/2012 as being held directly. The ownership
 (3) of those shares is now reflected as being held indirectly, and the reporting person's holdings in Column 5 of this report have been updated to reflect the nature of beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

#### Edgar Filing: TOMPKINS FINANCIAL CORP - Form 4

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.