TOMPKINS FINANCIAL CORP

Form 4 July 25, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

TOMPKINS FINANCIAL CORP

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

[TMP]

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOYCE DAVID S**

(Last) (First) (Middle)

TOMPKINS FINANCIAL CORPORATION, P O BOX 460

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year)

07/24/2013

ITHACA, NY 14851

(Zip)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below)

EVP, Pres. & CEO Tompkins Ins.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)

(msu. 3)		(Month/Day/Year)	(Instr. 8)	(A)			Owned Following Reported Transaction(s)	Indire (Instr	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/24/2013		M	3,657	A	\$ 35.77	17,107	D	
Common Stock	07/24/2013		F	272 (1)	D	\$ 46.3	16,835	D	
Common Stock	07/24/2013		S	3,385	D	\$ 46.3	13,450	D	
Common Stock	07/24/2013		M	5,325	A	\$ 35.77	18,775	D	
Common Stock	07/24/2013		S	5,325	D	\$ 46.3	13,450	D	

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

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SEC 1474 (9-02)

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. Transaction Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-qualified Stock Option (Right to Buy)	\$ 35.7636	07/24/2013		M	3,657	(2)	05/03/2014	Common Stock	3,657
Incentive Stock Option (Right to Buy)	\$ 35.7636	07/24/2013		M	5,325	(2)	05/03/2014	Common Stock	5,325

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOYCE DAVID S TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851

EVP, Pres. & CEO Tompkins Ins.

Signatures

Reporting Person

/s/ David S.
Boyce

**Signature of 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 withheld for taxes.

Reporting Owners 2

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(2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.

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

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