

TOMPKINS FINANCIAL CORP
 Form 5
 February 15, 2012

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
FETSKO FRANCIS M

2. Issuer Name and Ticker or Trading Symbol
**TOMPKINS FINANCIAL CORP
 [TMP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, CFO & Treasurer

TOMPKINS FINANCIAL CORPORATION, PO BOX #460

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ITHACA, NY 14851

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	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 (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2011	Â	L	231 A \$ 0 (1)	8,494 (5) (6)	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)

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 or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 29.3	Â	Â	Â	Â Â	Â (2) 09/30/2012	Common Stock 8,785
Incentive Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â Â	Â (2) 05/03/2014	Common Stock 6,658
Incentive Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â Â	Â (3) 01/23/2016	Common Stock 7,986
Incentive Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â Â	Â (3) 11/29/2017	Common Stock 4,123
Non-qualified Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â Â	Â (2) 05/03/2014	Common Stock 5,322
Non-qualified Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â Â	Â (3) 01/23/2016	Common Stock 4,114
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â Â	Â (3) 11/29/2017	Common Stock 6,878
Stock Appreciation Rights (SAR)	\$ 41.7091	Â	Â	Â	Â Â	Â (4) 09/17/2019	Common Stock 11,000
Stock Appreciation Rights (SAR)	\$ 37	Â	Â	Â	Â Â	Â (4) 08/19/2021	Common Stock 5,250

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, CFO
& Treasurer ^

Signatures

/s/ Francis M.
Fetsko

02/15/2012

**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 profit sharing, 401K contributions and reinvestment of quarterly cash dividends.
- (2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (3) 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. SARs have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. When exercised, the SARs will be settled in Common Stock of the Company. The grant will expire ten years from the date of the grant.
- (5) Includes 1,650 shares of Restricted Stock granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock grants have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. The grant will expire ten years from the date of the grant.
- (6) Includes 4,289 shares of TMP stock held in the reporting person's 401K/ESOP, 3,589 of which were previously reported as "Common Stock - 401K/ESOP" shares in Table I in the reporting person's Form 5 filed on February 15, 2011.

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.