

BOYCE DAVID S  
Form 4  
February 03, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

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

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. Date of Earliest Transaction (Month/Day/Year)  
02/02/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Pres. & CEO Tompkins Ins.

TOMPKINS FINANCIAL CORPORATION, P O BOX 460

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

ITHACA, NY 14851

(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 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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock - 401k/esop	02/02/2010		L	V	73	A	\$ 1,500	D		
Common Stock	02/02/2010		P		135	A	\$ 39.79	10,263	D	
Common Stock								2	I	By Daughter
Common Stock								2	I	By Son

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 39.34					(2) 05/03/2014	Common Stock	4,841	
Incentive Stock Option (Right to Buy)	\$ 42.39					(3) 01/23/2016	Common Stock	6,035	
Incentive Stock Option (Right to Buy)	\$ 41					(3) 11/29/2017	Common Stock	5,249	
Non-qualified Stock Option (Right to Buy)	\$ 39.34					(2) 05/03/2014	Common Stock	3,323	
Non-qualified Stock Option (Right to Buy)	\$ 42.39					(3) 01/23/2016	Common Stock	2,765	
Non-qualified Stock Option (Right to Buy)	\$ 41					(3) 11/29/2017	Common Stock	4,751	
Stock Appreciation Rights (SAR)	\$ 45.88					(4) 09/17/2019	Common Stock	10,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYCE DAVID S TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851			EVP, Pres. & CEO Tompkins Ins.	

## Signatures

/s/ David S.  
Boyce

02/03/2010

\*\*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 a salary deferral arrangement 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. They become
- (4) 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 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.