HARTZ GREGORY J

Form 5

February 10, 2010

redition 10,	2010										
FORM	5							_	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB Number:	3235-0362		
Check this box if washington, D.C. 20549						Expires:	January 31,				
to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 1.0			
See Instruction 1(b).	Filed purse section 17(a)	uant to Section 10 of the Public Ut 30(h) of the In-	ility Holding	g Compa	ny A	ct of 1	1935 or Sectio	n			
1. Name and Ad	ddress of Reporting Po EGORY J	Symbol TOMPK	2. Issuer Name and Ticker or Trading Symbol TOMPKINS FINANCIAL CORP				5. Relationship of Reporting Person(s) to Issuer				
		[TMP]	[TMP]				(Check all applicable)				
(Last)	·	(Month/D						Director 10% Owner X Officer (give title Other (specify below) below) EVP, Pres.&CEO Tompkins Trust			
	FINANCIAL ΓΙΟΝ, Ρ.Ο. ΒΟΣ	₹ 460					E v1 , 1103.0	celo rompan	is ITust		
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					(6. Individual or Joint/Group Reporting (check applicable line)				
ITHACA,Â	NYÂ 14851										
- ,						-	X_Form Filed by Person				
(City)	(State) (Z	Zip) Table	e I - Non-Deri	vative Sec	urities	s Acqui	ired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (Month/Day/Year) (Instr. 8) (Acquired (A Disposed of (Instr. 3, 4 and (A Disposed)))		(A) or Securities Beneficially		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)						
				Amount	or (D)	Price	4)				
Common Stock	12/31/2009	Â	L	1	A	\$ <u>(1)</u>		I	By Son		
Common Stock - 401k/esop	12/31/2009	Â	L	201	A	\$ (2)	2,045	D	Â		
Common Stock - Ira	Â	Â	Â	Â	Â	Â	731	D	Â		

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Common Stock Drip	Â	Â	Â	Â	Â	Â	3	I	By Daughter
Common Stock Drip	Â	Â	Â	Â	Â	Â	3	I	By Daughter 2

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

$\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

(e.g., puts, cans, 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)	of Deriv Secur Acqu (A) of Dispo of (D (Instr	Number Expiration Da		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Incentive Stock Option (Right to Buy)	\$ 39.25	Â	Â	Â	Â	Â	(3)	09/16/2013	Common Stock	1,815
Incentive Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â	Â	(3)	05/03/2014	Common Stock	2,723
Incentive Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â	Â	(4)	01/23/2016	Common Stock	5,500
Incentive Stock Option (Right to Buy)	\$ 43.51	Â	Â	Â	Â	Â	(4)	01/18/2017	Common Stock	7,500
Incentive Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(4)	11/29/2017	Common Stock	1,954
Non-qualified Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	(4)	11/29/2017	Common Stock	8,046
Stock Appreciation Rights (SAR)	\$ 45.88	Â	Â	Â	Â	Â	(5)	09/17/2019	Common Stock	10,00

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Reporting Owners

Reporting Owner Name / Address Relationships

Â

Director 10% Owner Officer

Other

HARTZ GREGORY J TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NYÂ 14851

Â EVP, Pres.&CEO Tompkins Trust Â

Signatures

/s/ Gregory J. Hartz

02/09/2010

**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 reinvestment of quarterly cash dividends.
- (2) Shares acquired through payroll deferral and reinvestment of quarterly cash dividends.
- (3) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (4) 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 (5) 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 provided is insufficient, *see* Instruction 6 for procedure.

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