

TOMPKINS FINANCIAL CORP
 Form 4
 February 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
HARTZ GREGORY J

(Last) (First) (Middle)

TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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		
Common Stock	02/05/2015		M	280	\$ 37.28	A	D
Common Stock	02/05/2015		F	199 ⁽¹⁾	\$ 52.58	D	D
Common Stock	02/05/2015		F	41 ⁽²⁾	\$ 52.58	D	D
Common Stock	02/05/2015		M	1,370	\$ 37.28	A	D
Common Stock	02/05/2015		F	972 ⁽¹⁾	\$ 52.58	D	D

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Common Stock	02/05/2015	F	136 ⁽²⁾	D	\$ 52.58	13,866.88	D	
Common Stock						3,182.75 ⁽³⁾	I	by 401(k)/ISOP
Common Stock						1,812.95	I	by ESOP
Common Stock						53.98	I	By Son

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

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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
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	02/05/2015		M	280	⁽⁴⁾ 11/29/2017	Common Stock	280
Incentive Stock Option (Right to Buy)	\$ 37.2727	02/05/2015		M	1,370	⁽⁴⁾ 11/29/2017	Common Stock	1,370

Reporting Owners

Reporting Owner Name / Address	Relationships
HARTZ GREGORY J TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851	Director 10% Owner Officer Other
	EVP, Pres.&CEO Tompkins Trust

Signatures

/s/ Gregory J.
Hartz

02/05/2015

__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 withheld for Option cost
 - (2) Shares withheld for taxes.
 - (3) Includes shares acquired through profit sharing and reinvestment of quarterly cash dividends.
 - (4) The stock option becomes exercisable in six 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. 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.