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BIRMINGHAM MARTIN KEARNEY

Form 3/A July 09, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FINANCIAL INSTITUTIONS INC [FISI] **BIRMINGHAM MARTIN** (Month/Day/Year) **KEARNEY** 05/06/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 220 LIBERTY STREET 05/14/2009 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner _X_ Form filed by One Reporting X_ Officer Other (give title below) (specify below) WARSAW. NYÂ 14569 Form filed by More than One Senior Vice President Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 8,500 Held in IRA Common Stock 6,500 Ι Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of	Form of Derivative	Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	03/16/2006(1)	03/16/2015	Common Stock	4,596	\$ 20.39	D	Â
Stock Option (right to buy)	07/26/2007(2)	07/26/2016	Common Stock	1,650	\$ 19.75	D	Â
Stock Option (right to buy)	07/25/2008(3)	07/25/2017	Common Stock	1,500	\$ 19.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
Fg	Director	10% Owner	Officer	Other	
BIRMINGHAM MARTIN KEARNEY 220 LIBERTY STREET WARSAW, NY 14569	Â	Â	Senior Vice President	Â	

Signatures

Michael D. Grover for Martin K. Birmingham

07/09/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The option vested in four equal annual installments beginning on March 16, 2006.
- (2) The option vests in four equal annual installments beginning on July 26, 2007.
- (3) The option vests in four equal annual installmenst beginning on July 25, 2008.

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.

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