

FINANCIAL INSTITUTIONS INC  
Form 4  
October 31, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
GROVER MICHAEL DAVID

2. Issuer Name and Ticker or Trading Symbol  
FINANCIAL INSTITUTIONS INC [FISI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
220 LIBERTY STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/30/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Accounting Officer

WARSAW, NY 14569

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/30/2014		M	572 A \$ 21.05	2,622	D	
Common Stock	10/30/2014		M	1,200 A \$ 19.75	3,822	D	
Common Stock	10/30/2014		M	1,200 A \$ 19.41	5,022	D	
Common Stock	10/30/2014		M	1,200 A \$ 15.85	6,222	D	
Common Stock	10/30/2014		S	4,172 (1) D \$ 24.5	2,050	D	

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Common Stock	1,500	I	Held in IRA
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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	
Stock Option (right to buy)	\$ 19.75	10/30/2014		M	1,200	07/26/2007 <sup>(2)</sup>	07/26/2016	Common Stock	1,200
Stock Option (right to buy)	\$ 19.41	10/30/2014		M	1,200	07/25/2008 <sup>(3)</sup>	07/25/2017	Common Stock	1,200
Stock Option (right to buy)	\$ 15.85	10/30/2014		M	1,200	07/07/2009 <sup>(4)</sup>	07/07/2018	Common Stock	1,200
Stock Option (right to buy)	\$ 21.05	10/30/2014		M	572	02/23/2006 <sup>(5)</sup>	02/23/2015	Common Stock	572

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Chief Accounting Officer

GROVER MICHAEL DAVID  
220 LIBERTY STREET  
WARSAW, NY 14569

## Signatures

/s/ Michael D.  
Grover

10/31/2014

\*\*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 sold pursuant to a cashless exercise of stock options.
  - (2) Options vested in four equal annual installments beginning on July 26, 2007.
  - (3) Options vested in four equal annual installments beginning on July 25, 2008.
  - (4) Options vested in four equal annual installments beginning on July 7, 2009.
  - (5) Options vested in four equal annual installments beginning on February 23, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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