

HARTZ GREGORY J
Form 5
February 15, 2012

FORM 5

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). Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HARTZ GREGORY J

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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

TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ITHACA, NY 14851

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|----------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 12/31/2011 | ^ | L | 2 | A | \$ 0 (1) | 44 | I | By Son |
| Common Stock | 12/31/2011 | ^ | L | 603 | A | \$ 0 (2) | 5,910 (6) (7) (8) | D | ^ |
| Common Stock Drip | ^ | ^ | ^ | ^ | ^ | ^ | 14 | I | By Daughter |
| Common Stock Drip | ^ | ^ | ^ | ^ | ^ | ^ | 14 | I | By Daughter 2 |

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

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(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Incentive Stock Option (Right to Buy) | \$ 35.6818 | Â | Â | Â | Â | Â (3) 09/16/2013 | Common Stock | 1,997 |
| Incentive Stock Option (Right to Buy) | \$ 35.7636 | Â | Â | Â | Â | Â (3) 05/03/2014 | Common Stock | 2,996 |
| Incentive Stock Option (Right to Buy) | \$ 38.5364 | Â | Â | Â | Â | Â (4) 01/23/2016 | Common Stock | 6,050 |
| Incentive Stock Option (Right to Buy) | \$ 39.5545 | Â | Â | Â | Â | Â (4) 01/18/2017 | Common Stock | 8,250 |
| Incentive Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â | Â (4) 11/29/2017 | Common Stock | 2,150 |
| Non-qualified Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â | Â (4) 11/29/2017 | Common Stock | 8,851 |
| Stock Appreciation Rights (SAR) | \$ 41.7091 | Â | Â | Â | Â | Â (5) 09/17/2019 | Common Stock | 11,000 |
| Stock Appreciation Rights (SAR) | \$ 37 | Â | Â | Â | Â | Â (5) 08/19/2021 | Common Stock | 5,250 |

Reporting Owners

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

Signatures

/s/ Gregory J. 02/15/2012
Hartz

__Signature of Date
Reporting Person

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 profit sharing, 401K contributions 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. SARs have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. When exercised, the SARs will be settled in Common Stock of the Company. The grant will expire ten years from the date of the grant.

- (6) Includes 1,650 shares of Restricted Stock granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock grants have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. The grant will expire ten years from the date of the grant.
- (7) Includes 3,456 shares of TMP stock held in the reporting person's 401K/ESOP, 2,853 of which were previously reported as "Common Stock - 401K/ESOP" shares in Table I in the reporting person's Form 5 filed on February 15, 2011.
- (8) Includes 804 shares of TMP stock held in the reporting person's IRA that were previously reported as "Common Stock - IRA".

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