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HYLAND ROSEMARY G.

Form 3 May 03, 2012

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, response...
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 TOMPKINS FINANCIAL CORP [TMP] HYLAND ROSEMARY G. (Month/Day/Year) 04/24/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O TOMPKINS FINANCIAL (Check all applicable) CORPORATION, P O BOX 460 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) SVP, Human Resources _X_ Form filed by One Reporting Person ITHACA, NYÂ 14851 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership

Common Stock 1,511 $D_{\underline{(1)}}$ \hat{A}

Common Stock 2,607 I By 401(K)/ESOP

(Instr. 4)

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

SEC 1473 (7-02)

Form:

Direct (D) or Indirect (I) (Instr. 5)

(Instr. 5)

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

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

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Incentive Stock Option (Right to Buy)	(2)	05/03/2014	Common Stock	3,594	\$ 35.77	D	Â
Incentive Stock Option (Right to Buy)	(3)	01/23/2016	Common Stock	3,630	\$ 38.54	D	Â
Incentive Stock Option (Right to Buy)	(3)	11/29/2017	Common Stock	3,300	\$ 37.28	D	Â
Stock Appreciation Rights (SAR)	(4)	09/17/2019	Common Stock	1,760	\$ 41.71	D	Â
Stock Appreciation Rights (SAR)	(4)	08/19/2021	Common Stock	1,300	\$ 37	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
HYLAND ROSEMARY G. C/O TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851	Â	Â	SVP, Human Resources	Â		

Signatures

Rosemary G. Hyland 05/03/2012

**Signature of Date
Reporting Person

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).
- Includes 608 shares of Restricted Stock granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock (1) 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.
- (2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (3) 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 (4) 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.

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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