#### TOMPKINS FINANCIAL CORP

Form 4 January 31, 2014

FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KLEIN GERALD J JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol TOMPKINS FINANCIAL CORP					5. Relationship of Reporting Person(s) to Issuer				
	[TMP]					(Check all applicable)						
(Last)	· · · ·	Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner Other (specify below) below)						
TOMPKIN: CORPORA	01/29/2014					EVP Pres&CEO Mahopac Bank						
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
ITHACA, N							Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Secui	rities A	cquired, Dispose	d of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)		on Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D)				5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	` '		
Common Stock	01/29/2014			A	250	A	\$0	10,488	D			
Common Stock								740	I	by 401K/ISOP		
Common Stock								2,445	I	by ESOP		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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# displays a currently valid OMB control

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date		of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLEIN GERALD J JR TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851

EVP Pres&CEO Mahopac Bank

## **Signatures**

/s/ Gerald J. 01/31/2014 Klein, Jr.

\*\*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).

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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