

TOMPKINS FINANCIAL CORP
 Form 5
 February 13, 2014

FORM 5

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

OMB APPROVAL
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 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

(Last) (First) (Middle)

TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TOMPKINS FINANCIAL CORP [TMP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Pres.&CEO Tompkins Trust

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 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 | ^ | ^ | ^ | ^ | ^ | ^ | 6,142.67 (1) D ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,884 (2) I by 401(k)/ISOP |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,577 (2) I by ESOP |
| Common | ^ | ^ | ^ | ^ | ^ | ^ | 46.76 (1) I By Son |

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Stock

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) | \$ 38.5364 | Â | Â | Â | Â | Â (3) 01/23/2016 | Common Stock | 6,050 |
| Incentive Stock Option (Right to Buy) | \$ 39.5545 | Â | Â | Â | Â | Â (3) 01/18/2017 | Common Stock | 8,250 |
| Incentive Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â | Â (3) 11/29/2017 | Common Stock | 2,150 |
| Non-qualified Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â | Â (3) 11/29/2017 | Common Stock | 8,851 |
| Stock Appreciation Rights (SAR) | \$ 41.7091 | Â | Â | Â | Â | Â (4) 09/17/2019 | Common Stock | 11,000 |
| Stock Appreciation Rights (SAR) | \$ 37 | Â | Â | Â | Â | Â (4) 08/19/2021 | Common Stock | 5,250 |
| Stock Appreciation Rights (SAR) | \$ 40.6 | Â | Â | Â | Â | Â (4) 05/03/2023 | Common Stock | 3,055 |

