TOMPKINS FINANCIAL CORP

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Common

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 $46.76 \frac{(1)}{2}$

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Form 5

February 13, 2014

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer HARTZ GREGORY J Symbol TOMPKINS FINANCIAL CORP (Check all applicable) [TMP] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner Other (specify _ Officer (give title (Month/Day/Year) below) below) 12/31/2013 EVP, Pres.&CEO Tompkins Trust TOMPKINS FINANCIAL CORPORATION, Â P.O. BOX 460 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ITHACA. NYÂ 14851 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. 7. Nature of 3. Indirect Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or 4) (D) Price Amount Common 6,142.67 Â Â Â Â Â Â Â D (1) Stock Common by Â Â Â Â Â Â $2,884^{(2)}$ I Stock 401(k)/ISOP Common Â Â Â Â Â Â $1,577 \stackrel{(2)}{=}$ I by ESOP Stock

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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SEC 2270 (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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
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	11,00
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

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

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HARTZ GREGORY J TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NYÂ 14851

Â EVP, Pres.&CEO Tompkins Trust Â

Other

Signatures

/s/ Gregory J.
Hartz

**Signature of Reporting Person

O1/30/2014

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) Includes shares acquired through reinvestment of quarterly dividends.
- (2) Includes shares acquired through profit sharing, 401K contributions and reinvestment of quarterly cash dividends.
- (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 provided 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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