

TOMPKINS FINANCIAL CORP
 Form 4
 November 21, 2014

FORM 4 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).

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

(Print or Type Responses)

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

(Last) (First) (Middle)
TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2014

ITHACA, NY 14851

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

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/19/2014		M		8,571	A	\$ 37.27	15,407.88	D	
Common Stock	11/19/2014		F		7,325 ⁽¹⁾	D	\$ 50.3	8,082.88	D	
Common Stock	11/19/2014		M		1,785	A	\$ 37	9,867.88	D	
Common Stock	11/19/2014		F		207 ⁽²⁾	D	\$ 50.3	9,660.88	D	
Common Stock	11/19/2014		D		1,314 ⁽³⁾	D	\$ 50.3	8,346.88	D	

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Common Stock	11/19/2014	M	7,480	A	\$ 41.7	15,826.88	D	
Common Stock	11/19/2014	F	560 ⁽²⁾	D	\$ 50.3	15,266.88	D	
Common Stock	11/19/2014	D	6,203 ⁽³⁾	D	\$ 50.3	9,063.88	D	
Common Stock	11/19/2014	M	6,050	A	\$ 38.54	15,113.88	D	
Common Stock	11/19/2014	F	5,145 ⁽¹⁾	D	\$ 50.3	9,968.88	D	
Common Stock	11/19/2014	M	8,250	A	\$ 39.55	18,218.88	D	
Common Stock	11/19/2014	F	7,134 ⁽¹⁾	D	\$ 50.3	11,084.88	D	
Common Stock	11/19/2014	M	780	A	\$ 37.27	11,864.88	D	
Common Stock	11/19/2014	F	650 ⁽¹⁾	D	\$ 50.3	11,214.88	D	
Common Stock						3,143.82	I	by 401(k)/ISOP
Common Stock						1,812.95	I	by ESOP

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)
	\$ 37.2727	11/19/2014		M	8,571	⁽⁴⁾ 11/29/2017	Amount or Number of Shares

Non-qualified Stock Option (Right to Buy)								Common Stock	
Stock Appreciation Rights (SAR)	\$ 37	11/19/2014	M	1,785	<u>(5)</u>	08/19/2021	Common Stock	1,785	
Stock Appreciation Rights (SAR)	\$ 41.7091	11/19/2014	M	7,480	<u>(5)</u>	09/17/2019	Common Stock	7,480	
Incentive Stock Option (Right to Buy)	\$ 38.5364	11/19/2014	M	6,050	<u>(4)</u>	01/23/2016	Common Stock	6,050	
Incentive Stock Option (Right to Buy)	\$ 39.5545	11/19/2014	M	8,250	<u>(4)</u>	01/18/2017	Common Stock	8,250	
Incentive Stock Option (Right to Buy)	\$ 37.2727	11/19/2014	M	780	<u>(4)</u>	11/29/2017	Common Stock	780	

Reporting Owners

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

Signatures

/s/ Gregory J.
Hartz

11/20/2014

**Signature of
Reporting Person

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) Shares withheld for Option cost and taxes
- (2) Shares withheld for taxes.
- (3) Deemed disposition of shares to satisfy the exercise price.
- (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

- (5) 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.

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