

TOMPKINS FINANCIAL CORP

Form 5

February 11, 2010

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
FULMER JAMES W

(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 of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20094. 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)
Vice Chairman

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 Ownership (Instr. 4)
Common Stock - 401k/esop	12/31/2009	Â	L	250 A \$ <u>(1)</u>	10,886	D	Â
Common Stock Drip	12/31/2009	Â	L	1 A \$ <u>(1)</u>	21	I	By Spouse
Common Stock Drip	12/31/2009	Â	L	12 A \$ <u>(1)</u>	393	I	By Son

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Common Stock	Â	Â	Â	Â	Â	Â	43,790	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	25,573	I	By Spouse

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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Incentive Stock Option (Right to Buy)	\$ 20	Â	Â	Â	Â Â	Â <u>(2)</u> 09/14/2010	Common Stock	6,005
Incentive Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â Â	Â <u>(2)</u> 05/03/2014	Common Stock	10,16
Incentive Stock Option (Right to Buy)	\$ 42.39	Â	Â	Â	Â Â	Â <u>(3)(4)</u> 01/23/2016	Common Stock	7,260
Incentive Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â Â	Â <u>(4)(5)</u> 11/29/2017	Common Stock	3,748
Non-qualified Stock Option (Right to Buy)	\$ 46.63	Â	Â	Â	Â Â	Â <u>(5)</u> 01/23/2001	Common Stock	3,400
Non-qualified Stock Option (Right to Buy)	\$ 20	Â	Â	Â	Â Â	Â <u>(2)</u> 09/14/2010	Common Stock	4,719
Non-qualified Stock Option (Right to Buy)	\$ 39.34	Â	Â	Â	Â Â	Â <u>(2)</u> 05/03/2014	Common Stock	1,936
	\$ 42.39	Â	Â	Â	Â Â	Â <u>(3)(4)</u> 01/23/2016		3,740

Non-qualified Stock Option (Right to Buy)										Common Stock	
Non-qualified Stock Option (Right to Buy)	\$ 41	Â	Â	Â	Â	Â	Â	Â <u>(4)(5)</u>	11/29/2017	Common Stock	6,252
Stock Appreciation Rights (SAR)	\$ 45.88	Â	Â	Â	Â	Â	Â	Â <u>(6)</u>	09/17/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULMER JAMES W TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851	Â X	Â	Â Vice Chairman	Â

Signatures

/s/ James W.
Fulmer 02/10/2010

__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 acquired through reinvestment of quarterly cash dividends.
- (2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (3) The option becomes exercisable in six annual installments commencing two years after the date of the grant.
- (4) The stock option becomes exercisable in six annual installments commencing two years after the date of grant.
- (5) The 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. They become
- (6) exercisable in six annual installments commencing two years after the grant date, and when exercised, SARs will be settled in Common Stock of the Company.

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.