

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

