

TOMPKINS FINANCIAL CORP

Form 4

November 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FETSKO FRANCIS M

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

TOMPKINS FINANCIAL
CORPORATION, PO BOX #460

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2016

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP, COO, CFO & Treasurer

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

ITHACA, NY 14851

(City) (State) (Zip)

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)
Common Stock	11/09/2016		A	1,207 (1)	\$ 0 13,195 (2)	D	
Common Stock					3,501.24	I	by 401K/ISOP
Common Stock					4,026.7	I	by ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Rights (SAR)	\$ 76.9	11/09/2016		A	802	(3) 11/09/2026	Common Stock 802

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FETSKO FRANCIS M TOMPKINS FINANCIAL CORPORATION PO BOX #460 ITHACA, NY 14851			EVP, COO, CFO & Treasurer	

Signatures

/s/ Francis M. Fetsko 11/10/2016

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).

Restricted Stock was granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock grants have a five-year vesting schedule with 0% vesting in year one and 25% vesting in years two through five. The grant will expire ten years from the date of the grant.

(1) The total reported in Column 5 reflects 95 shares withheld on 8/19/2013; 95 shares withheld on 8/19/2014; 129 shares withheld on 5/3/2015; 77 shares withheld on 8/19/15; 169 shares withheld on 5/3/2016 and 98 shares withheld on 8/19/16, in each case to satisfy the reporting person's tax withholding obligation related to the vesting of stock on those dates. Although the withholding of those shares was not reported on Forms 4, Forms 4 filed for the reporting person subsequent to such vesting dates reflected the withholding of such shares and therefore accurately reflected the reporting person's holdings in Column 5 on each such date.

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- Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a
- (3) five-year vesting schedule, with 0% vesting in year one and 25% vesting in years two through five. 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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