

TOMPKINS FINANCIAL CORP  
Form 4  
January 05, 2015

**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 \*  
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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2015

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

TOMPKINS FINANCIAL CORPORATION, PO BOX #460

(Street)

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 or Beneficial Ownership (Instr. 4) |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price  |              |
| Common Stock                    | 01/02/2015                           |  | M                              |   | 7,480   | A  | \$ 41.71   |              |
| Common Stock                    | 01/02/2015                           |  | F                              |   | 5,642 <sup>(1)</sup>  | D  | \$ 55.3  |              |
| Common Stock                    | 01/02/2015                           |  | F                              |   | 736 <sup>(2)</sup>  | D  | \$ 55.3  |              |
| Common Stock                    |                                      |  |                                |   |   |  | 3,021.1  |              |
|                                 |                                      |  |                                |   |   |  | I  | by 401K/ISOP |
| Common Stock                    |                                      |  |                                |   |   |  | 3,525.72   |              |
|                                 |                                      |  |                                |   |   |  | I  | by ESOP      |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights (SAR)            | \$ 41.7091   | 01/02/2015                           |  | M                              | 7,480   | (3) 09/17/2019   | Common Stock  | 7,480                      |

## Reporting Owners

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

## Signatures

/s/ Francis M. Fetsko 01/02/2015

\*\*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) Represents a deemed disposition of shares to the issuer to satisfy the exercise price of the SARs.
- (2) Shares withheld for taxes.

- (3) Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a seven 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.

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