

TOMPKINS FINANCIAL CORP
 Form 4
 November 16, 2016

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

(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. Date of Earliest Transaction (Month/Day/Year)
11/15/2016

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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/15/2016 | | M | | 1,650 A \$ 41.71 | D | |
| Common Stock | 11/15/2016 | | F | | 1,202 (1) D \$ 83.04 | D | |
| Common Stock | 11/15/2016 | | M | | 893 A \$ 37 18,706.843 | D | |
| Common Stock | 11/15/2016 | | F | | 623 (1) D \$ 83.04 18,083.843 | D | |
| Common Stock | 11/15/2016 | | M | | 519 A \$ 40.6 18,602.843 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------------------|---|----------|---------------------------|---|----------------|
| Common Stock | 11/15/2016 | F | 375 ⁽¹⁾ | D | \$ 83.04 | 18,227.843 ⁽²⁾ | D | |
| Common Stock | | | | | | 3,705.22 ⁽³⁾ | I | by 401(k)/ISOP |
| Common Stock | | | | | | 2,233.14 ⁽³⁾ | 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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Rights (SAR) | \$ 41.7091 | 11/15/2016 | | M | 1,650 | ⁽⁴⁾ 09/17/2019 | Common Stock | 1,650 | |
| Stock Appreciation Rights (SAR) | \$ 37 | 11/15/2016 | | M | 893 | ⁽⁴⁾ 08/19/2021 | Common Stock | 893 | |
| Stock Appreciation Rights (SAR) | \$ 40.6 | 11/15/2016 | | M | 519 | ⁽⁴⁾ 05/03/2023 | Common Stock | 519 | |

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

11/16/2016

 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).

- (1) Deemed disposition of shares to Issuer to satisfy option cost and taxes.
- (2) Includes shares acquired through reinvestment of quarterly dividends.
- (3) Includes shares acquired through profit sharing or 401K contributions.

Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a seven
(4) 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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