

BARTOL RITA MARIE  
 Form 5  
 February 14, 2013

**FORM 5**

**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).  
 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 \*  
 BARTOL RITA MARIE

2. Issuer Name and Ticker or Trading Symbol  
 FINANCIAL INSTITUTIONS INC [FISI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

220 LIBERTY STREET  
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

WARSAW, NY 14569

Form Filed by One Reporting Person  
 \_\_\_ Form Filed by More than One Reporting Person

(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)			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)
				Amount	(A) or (D)	Price			
Common Stock	01/21/2011	Â	I4	765	A	\$ 19.37	765	I	Held in 401K Plan
Common Stock	04/21/2011	Â	I4	137	A	\$ 16.56	924 <sup>(1)</sup>	I	Held in 401K Plan
Common Stock	07/21/2011	Â	S4	48	D	\$ 16.81	906 <sup>(2)</sup>	I	Held in 401K Plan
Common Stock	10/21/2011	Â	I4	17	D	\$ 15.05	919 <sup>(3)</sup>	I	Held in 401K Plan

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Common Stock	Â	Â	Â	Â	Â	Â	935 <sup>(4)</sup>	I	Held in 401K Plan
Common Stock	01/23/2012	Â	P4	25	A	\$ 16.58	974 <sup>(5)</sup>	I	Held in 401K Plan
Common Stock	02/09/2012	Â	S4	37	<u>D</u> <sup>(6)</sup>	\$ 16.8	940 <sup>(7)</sup>	I	Held in 401K Plan
Common Stock	05/10/2012	Â	P4	55	A	\$ 16.81	1,064 <sup>(8)</sup>	I	Held in 401K Plan
Common Stock	08/10/2012	Â	S4	46	<u>D</u> <sup>(9)</sup>	\$ 17.16	1,062 <sup>(10)</sup>	I	Held in 401K Plan
Common Stock	11/12/2012	Â	I4	59	D	\$ 18.14	1,087 <sup>(11)</sup>	I	Held in 401K Plan
Common Stock	12/21/2012	Â	I4	1,118	D	\$ 18.37	15 <sup>(12)</sup>	I	Held in 401K Plan
Common Stock	Â	Â	Â	Â	Â	Â	4,088	D	Â

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D Se O Er Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTOL RITA MARIE 220 LIBERTY STREET WARSAW, NY 14569	Â	Â	Â Senior Vice President	Â

## Signatures

Michael D. Grover, as power of attorney

02/14/2013

\_\_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) Acquired 22 shares of FISI Common Stock from new money contributions under the 401(K) plan between 1/21/2011 and 4/21/2011.
- (2) Acquired 30 shares of FISI Common Stock from new money contributions under the 401(K) plan between 4/22/2011 and 7/21/2011.
- (3) Acquired 30 shares of FISI Common Stock from new money contributions under the 401(K) plan between 7/22/2011 and 10/21/2011.
- (4) Acquired 16 shares of FISI Common Stock from new money contributions under the 401(K) plan between 7/22/2011 and 12/31/2011.
- (5) Acquired 14 shares of FISI Common Stock from new money contributions under the 401(K) plan between 1/1/2012 and 1/23/2012.

(6) This transaction resulted from a reallocation of funds within Ms. Bartol's 401k account. The reallocation resulted in the disposition of a relatively small number of shares of FISI common stock from the FISI stock fund. The issuer has determined the amount of the short-swing profit resulting from this transaction to be in the amount of \$5.59 and such amount has been paid by Ms. Bartol to the issuer.

- (7) Acquired 3 shares of FISI Common Stock from new money contributions under the 401(K) plan between 1/24/2012 and 2/9/2012.
- (8) Acquired 69 shares of FISI Common Stock from new money contributions under the 401(K) plan between 2/10/2012 and 5/10/2012.

(9) This transaction resulted from a reallocation of funds within Ms. Bartol's 401k account. The reallocation resulted in the disposition of a relatively small number of shares of FISI common stock from the FISI stock fund. The issuer has determined the amount of the short-swing profit resulting from this transaction to be in the amount of \$16.36 and such amount has been paid by Ms. Bartol to the issuer.

- (10) Acquired 44 shares of FISI Common Stock from new money contributions under the 401(K) plan between 5/11/2012 and 8/10/2012.
- (11) Acquired 84 shares of FISI Common Stock from new money contributions under the 401(K) plan between 8/11/2012 and 11/12/2012.
- (12) Acquired 46 shares of FISI Common Stock from new money contributions under the 401(K) plan between 11/13/2012 and 12/21/2012.

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.