HARTZ GREGORY J

Form 4

February 01, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** HARTZ GREGORY J	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	TOMPKINS FINANCIAL CORP [TMP]	(Check all applicable)			
(Last) (First) (Middle) TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2013	Director 10% OwnerX_ Officer (give title Other (specibelow) below) EVP, Pres.&CEO Tompkins Trus			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ITHACA NV 1/851		Form filed by More than One Reporting			

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. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		
Common Stock	01/30/2013		M	2,996	A	\$ 35.7636	5,498	D	
Common Stock	01/30/2013		F	2,517	D	\$ 42.59	2,981	D	
Common Stock	01/30/2013		M	1,997	A	\$ 35.6818	4,978	D	
Common Stock	01/30/2013		F	1,674	D	\$ 42.59	3,304	D	

Person

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

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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. Transactic Code (Instr. 8)	5. Number on 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
Incentive Stock Option (Right to Buy)	\$ 35.7636	01/30/2013		M	2,996	<u>(1)</u>	05/03/2014	Common Stock	2,996
Incentive Stock Option (Right to Buy)	\$ 35.6818	01/30/2013		M	1,997	<u>(1)</u>	09/16/2013	Common Stock	1,997

Reporting Owners

Reporting Owner Name / Address

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. 02/01/2013

**Signature of Date Reporting Person

Reporting Owners 2

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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) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space 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.