

TOMPKINS FINANCIAL CORP
 Form 4
 July 25, 2013

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 *
BOYCE DAVID S

(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)
07/24/2013

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 Ins.

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/24/2013		M		3,657 A \$ 35.77	17,107	D
Common Stock	07/24/2013		F		272 (1) D \$ 46.3	16,835	D
Common Stock	07/24/2013		S		3,385 D \$ 46.3	13,450	D
Common Stock	07/24/2013		M		5,325 A \$ 35.77	18,775	D
Common Stock	07/24/2013		S		5,325 D \$ 46.3	13,450	D

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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
Non-qualified Stock Option (Right to Buy)	\$ 35.7636	07/24/2013		M	3,657	⁽²⁾ 05/03/2014	Common Stock	3,657
Incentive Stock Option (Right to Buy)	\$ 35.7636	07/24/2013		M	5,325	⁽²⁾ 05/03/2014	Common Stock	5,325

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOYCE DAVID S
TOMPKINS FINANCIAL CORPORATION
P O BOX 460
ITHACA, NY 14851

EVP, Pres. & CEO Tompkins Ins.

Signatures

/s/ David S. Boyce 07/24/2013

**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) Shares withheld for taxes.

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(2) 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.

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