

TOMPKINS FINANCIAL CORP
 Form 5
 January 31, 2014

FORM 5

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

OMB APPROVAL

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 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 *
 ROMAINÉ STEPHEN 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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)
 President & CEO

6. Individual or Joint/Group Reporting

(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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----|-----------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) | or | (D) Price | | | |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 5,341 | I | by 401(k)/ESOP |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,849 | I | by ESOP |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 12,267.03 | 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Incentive Stock Option (Right to Buy) | \$ 35.7636 | Â | Â | Â | Â | Â (1) 05/03/2014 | Common Stock | 6,658 |
| Incentive Stock Option (Right to Buy) | \$ 38.5364 | Â | Â | Â | Â | Â (2) 01/23/2016 | Common Stock | 7,986 |
| Incentive Stock Option (Right to Buy) | \$ 39.5545 | Â | Â | Â | Â | Â (2) 01/18/2017 | Common Stock | 4,805 |
| Incentive Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â | Â (2) 11/29/2017 | Common Stock | 57 |
| Non-qualified Stock Option (Right to Buy) | \$ 35.7636 | Â | Â | Â | Â | Â (1) 05/03/2014 | Common Stock | 7,718 |
| Non-qualified Stock Option (Right to Buy) | \$ 38.5364 | Â | Â | Â | Â | Â (2) 01/23/2016 | Common Stock | 4,114 |
| Non-qualified Stock Option (Right to Buy) | \$ 39.5545 | Â | Â | Â | Â | Â (2) 01/18/2017 | Common Stock | 11,69 |
| Non-qualified Stock Option (Right to Buy) | \$ 37.2727 | Â | Â | Â | Â | Â (2) 11/29/2017 | Common Stock | 16,44 |
| Stock Appreciation Rights (SAR) | \$ 41.7091 | Â | Â | Â | Â | Â (3) 09/17/2019 | Common Stock | 22,00 |

| | | | | | | | | | | | |
|---------------------------------|---------|---|---|---|---|---|---|-------|------------|--------------|--------|
| Stock Appreciation Rights (SAR) | \$ 37 | Â | Â | Â | Â | Â | Â | Â (3) | 08/19/2021 | Common Stock | 10,500 |
| Stock Appreciation Rights (SAR) | \$ 40.6 | Â | Â | Â | Â | Â | Â | Â (3) | 05/03/2023 | Common Stock | 6,270 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROMAINE STEPHEN S TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851 | Â X | Â | Â President & CEO | Â |

Signatures

/s/ Stephen S. Romaine 01/31/2014

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

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.

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.