

GATES REEDER D  
Form 5  
February 15, 2011

# 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 \*  
GATES REEDER D

2. Issuer Name and Ticker or Trading Symbol  
TOMPKINS FINANCIAL CORP  
[TMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

TOMPKINS FINANCIAL CORPORATION, PO BOX 460

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ITHACA, NY 14851

(City) (State) (Zip)

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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Common Stock Drip	11/15/2010	^	L	240.4	A	\$ 0 (1)	5,150	I	By Rabbi Trust
Common Stock Drip	11/15/2010	^	L	337.5	A	\$ 0 (2)	10,166	D	^
Common Stock	^	^	^	^	^	^	1,298	D	^
Common Stock	^	^	^	^	^	^	3,201	I	By Spouse

Common Stock - Ira    Â                      Â                      Â                      Â                      Â                      Â                      110,587                      D                      Â

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 2270 (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)
					(A) (D)	Date Exercisable      Expiration Date	Title      Amount Number Shares
7% Convertible Trust Preferred - IRA	Â	Â	Â	Â	Â    Â	04/15/2019    03/31/2039	Common Stock    12,091
7% Convertible Trust Preferred - Spouse's IRA	Â	Â	Â	Â	Â    Â	04/15/2019    03/31/2039	Common Stock    12,091

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GATES REEDER D TOMPKINS FINANCIAL CORPORATION PO BOX 460 ITHACA, NY 14851	Â X      Â      Â      Â
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## Signatures

/s/ Reeder D. Gates                      02/15/2011

\*\*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 acquired through deferral of retainer and/or meeting attendance fees, and reinvestment of quarterly cash dividends.
- (2) Shares acquired through reinvestment of quarterly cash dividends.

The Trust Preferred Securities were issued by Tompkins Capital Trust I, all of the common securities of which are owned by Tompkins Financial Corporation (TMP). The Trust Preferred Securities are convertible, at any time on or after April 15, 2019, into TMP Common Stock at a price of \$41.35 per share or, if higher, the average of the closing prices of TMP Common Stock on the trading days in the calendar quarter preceding the date of conversion. The amount set out in Item #7 above uses the \$41.35 conversion price.

(3) 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.