

Rooney Kathleen M  
Form 5  
February 15, 2012

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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 \*  
Rooney Kathleen M

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)  
12/31/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP, Corp Marketing Officer

TOMPKINS FINANCIAL CORPORATION, P O BOX 460  
(Street)

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

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

ITHACA, NY 14851

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) (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 Ownership (Instr. 4)
Common Stock	12/31/2011	^	L	179 A \$ 0 (1)	1,788 (5)	D	^

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

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	\$ 33.9273	Â	Â	Â	Â (A) Â (D)	06/28/2014	Common Stock	3,352
Incentive Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â (A) Â (D) Â (3)	01/23/2016	Common Stock	4,840
Incentive Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â (A) Â (D) Â (3)	11/29/2017	Common Stock	10,840
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â (A) Â (D) Â (3)	11/29/2017	Common Stock	154
Stock Appreciation Rights (SAR)	\$ 41.7091	Â	Â	Â	Â (A) Â (D) Â (4)	09/17/2019	Common Stock	11,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rooney Kathleen M TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851	Â	Â	Â EVP, Corp Marketing Officer	Â

## Signatures

/s/ Kathleen M. Rooney 02/15/2012

\*\*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 profit sharing, 401K contributions and reinvestment of quarterly cash dividends.

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

(3) The stock option becomes exercisable in six annual installments commencing two years after the date of the 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.

(5) Includes 1,499 shares of TMP stock held in the reporting person's 401K/ESOP, 1,329 of which were previously reported as "Common Stock - 401K/ESOP" shares in Table I in the reporting person's Form 5 filed on February 15, 2011.

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.