

UPDIKE LAWRENCE A
Form 5
February 13, 2006

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 *
UPDIKE LAWRENCE A

(Last) (First) (Middle)

C/O TOMPKINS TRUSTCO
INC, PO BOX 460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TOMPKINS TRUSTCO INC [TMP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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, Operations Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 7,260 | D | ^ |
| Common Stock - 401K/ESOP | ^ | ^ | ^ | ^ ^ ^ | 21,579 | D | ^ |
| Common Stock - 401K/ESOP | ^ | ^ | ^ | ^ ^ ^ | 7,671 | I | by Spouse |

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------------------------|
| Incentive Stock Option (right to buy) | \$ 19.55 | Â | Â | Â | Â Â Â (1) | 08/12/2007 | Common Stock | 4,53 |
| Incentive Stock Option (right to buy) | \$ 22 | Â | Â | Â | Â Â Â (1) | 09/14/2010 | Common Stock | 4,23 |
| Incentive Stock Option (right to buy) | \$ 35.45 | Â | Â | Â | Â Â Â (1) | 09/30/2012 | Common Stock | 6,05 |
| Incentive Stock Option (right to buy) | \$ 43.27 | Â | Â | Â | Â Â Â (1) | 05/03/2014 | Common Stock | 4,61 |
| Non-Qualified Stock Option (right to buy) | \$ 43.27 | Â | Â | Â | Â Â Â (1) | 05/03/2014 | Common Stock | 332 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| UPDIKE LAWRENCE A C/O TOMPKINS TRUSTCO INC PO BOX 460 ITHACA, NY 14851 | Â | Â | Â EVP, Operations Officer | Â |

Signatures

Lawrence A
Updike

02/13/2006

**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 installments commencing two years after the grant date.

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