

TOMPKINS FINANCIAL CORP  
 Form 4  
 June 01, 2009

**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 \*  
**FULMER JAMES W**

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. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/28/2009**

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

**TOMPKINS FINANCIAL CORPORATION, P O BOX 460**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**ITHACA, NY 14851**

(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 Following Reported Transaction(s) (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			
				Code	V	Amount		
Common Stock	05/28/2009		M	2,000	A	\$ 47.5	41,490	D
Common Stock	05/28/2009		S	2,000	D	\$ 46.509	39,490	D
Common Stock	05/29/2009		M	700	A	\$ 48.35	40,190	D
Common Stock	05/29/2009		M	4,300	A	\$ 48.35	44,490	D
Common Stock	05/29/2009		M	2,000	A	\$ 48.35	46,490	D

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Common Stock	05/29/2009	S	2,700	D	\$ 47.16	43,790	D	
Common Stock						25,573	I	By Spouse

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

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**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)	\$ 20	05/28/2009		M	2,000	<u>(1)</u> 09/14/2010	Common Stock	2,000
Incentive Stock Option (Right to Buy)	\$ 20	05/29/2009		M	700	<u>(1)</u> 09/14/2010	Common Stock	700
Incentive Stock Option (Right to Buy)	\$ 20	05/29/2009		M	4,300	<u>(1)</u> 09/14/2010	Common Stock	4,300
Non-qualified Stock Option (Right to Buy)	\$ 20	05/29/2009		M	2,000	<u>(1)</u> 09/14/2010	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULMER JAMES W TOMPKINS FINANCIAL CORPORATION P O BOX 460	X		Vice Chairman	

ITHACA, NY 14851

## Signatures

/s/ James W.  
Fulmer

06/01/2009

\_\_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.

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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