

SPAIN JR WILLIAM D  
Form 5  
February 15, 2012

**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 \*  
SPAIN JR WILLIAM 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)  
12/31/2011

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^ ^   | 45,186   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^ ^   | 84,140   | I  | By Partnership  |

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

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SEC 2270 (9-02)

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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) | 8. Price or Derivative Security (Instr. 3) |                 |     |       |       |              |    |      |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--|-----------------|-----|-------|-------|--------------|----|------|
| Phantom Stock                              | Â  | 12/31/2011                           | Â  | L                              | 80 Â  | <table border="0"> <tr> <td></td> <td>Date Exercisable</td> <td>Expiration Date</td> </tr> <tr> <td>(A)</td> <td>Â (1)</td> <td>Â (1)</td> </tr> </table> |   | Date Exercisable                           | Expiration Date | (A) | Â (1) | Â (1) | Common Stock | 80 | \$ 0 |
|  | Date Exercisable                                       | Expiration Date                      |  |                                |   |   |   |  |                 |     |       |       |              |    |      |
| (A)  | Â (1)  | Â (1)                                |  |                                |   |   |   |  |                 |     |       |       |              |    |      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SPAIN JR WILLIAM D<br>TOMPKINS FINANCIAL CORPORATION<br>PO BOX 460<br>ITHACA, NY 14851 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ William D. Spain, Jr. 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) Adjustment to reclassify rabbi trust holding.
- (2) Shares acquired through reinvestment of quarterly cash dividends.

(3) Each share of phantom stock is the economic equivalent of one share of common stock. Phantom stock represents deferred stock compensation under the Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and its Wholly-Owned Subsidiaries. These shares are held in a rabbi trust pending distribution upon the occurrence of certain events specified in the Plan. The reporting person has no voting or investment power over the shares prior to such distribution.

(4) Includes 2,265 shares of phantom stock held in the rabbi trust referenced above that were previously reported as "Common Stock Drip" shares in Table I in the reporting person's Form 5 filed on February 14, 2011. The reporting person intends to report all such shares of phantom stock in Table II in future reports.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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