

TOMPKINS FINANCIAL CORP
 Form 4
 November 06, 2014

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 *
 BOYCE DAVID S

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)
 11/04/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Pres. & CEO Tompkins Ins.

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	11/04/2014		M		5,227	A	\$ 37.28	19,354	D	
Common Stock	11/04/2014		S		5,227	D	\$ 49.69	14,127	D	
Common Stock	11/04/2014		M		3,042	A	\$ 38.54	17,169	D	
Common Stock	11/04/2014		S		3,042	D	\$ 49.36	14,127	D	
Common Stock	11/04/2014		M		4,124	A	\$ 37.28	18,251	D	

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Common Stock	11/04/2014	S	4,124	D	\$ 49.35	14,127	D	
Common Stock	11/04/2014	M	6,639	A	\$ 38.54	20,766	D	
Common Stock	11/04/2014	S	6,639	D	\$ 49.23	14,127	D	
Common Stock						437	I	by 401(k)/ISOP
Common Stock						1,550	I	by ESOP

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)	\$ 37.2727	11/04/2014		M	5,227	<u>(1)</u> 11/29/2017	Common Stock	5,227
Non-qualified Stock Option (Right to Buy)	\$ 38.5364	11/04/2014		M	3,042	<u>(1)</u> 01/23/2016	Common Stock	3,042
Incentive Stock Option (Right to Buy)	\$ 37.2727	11/04/2014		M	4,124	<u>(1)</u> 11/29/2017	Common Stock	4,124
Incentive Stock Option (Right to Buy)	\$ 38.5364	11/04/2014		M	6,639	<u>(1)</u> 01/23/2016	Common Stock	6,639

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYCE DAVID S TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851			EVP, Pres. & CEO Tompkins Ins.	

Signatures

/s/ David S.

11/06/2014

Boyce

**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 six 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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