

TOMPKINS TRUSTCO INC
Form 4
November 15, 2006

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 *
UPDIKE LAWRENCE A

(Last) (First) (Middle)

C/O TOMPKINS TRUSTCO INC, P
O BOX 460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)

11/13/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP, Operations Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/13/2006		M		500	A	\$ 39.34 8,486 D
Common Stock	11/13/2006		S		500	D	\$ 46.65 7,986 D
Common Stock	11/13/2006		M		500	A	\$ 39.34 8,486 D
Common Stock	11/13/2006		S		500	D	\$ 46.5 7,986 D
Common Stock	11/13/2006		M		178	A	\$ 39.34 8,164 D

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Common Stock	11/13/2006	S	178	D	\$ 46.2	7,986	D
Common Stock	11/13/2006	M	500	A	\$ 32.23	8,486	D
Common Stock	11/13/2006	S	500	D	\$ 46.35	7,986	D
Common Stock	11/13/2006	M	140	A	\$ 32.23	8,126	D
Common Stock	11/13/2006	S	140	D	\$ 46.2	7,986	D
Common Stock	11/13/2006	M	182	A	\$ 39.34	8,168	D
Common Stock	11/13/2006	S	182	D	\$ 46.2	7,986	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 32.23	11/13/2006		M	500	<u>(1)</u>	09/30/2012	Common Stock	500
Incentive Stock Option (right to buy)	\$ 32.23	11/13/2006		M	140	<u>(1)</u>	09/30/2012	Common Stock	140
Incentive Stock Option (right to buy)	\$ 39.34	11/13/2006		M	500	<u>(1)</u>	05/03/2014	Common Stock	500

Incentive Stock Option (right to buy)	\$ 39.34	11/13/2006	M	500	<u>(1)</u>	05/03/2014	Common Stock	500
Incentive Stock Option (right to buy)	\$ 39.34	11/13/2006	M	178	<u>(1)</u>	05/03/2014	Common Stock	178
Non-Qualified Stock Option (right to buy)	\$ 39.34	11/13/2006	M	182	<u>(1)</u>	05/03/2014	Common Stock	182

Reporting Owners

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

Signatures

Lawrence A. Updike 11/15/2006

 **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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.