TOMPKINS FINANCIAL CORP

Form 4 April 08, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * WEBER ALFRED J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TOMPKINS FINANCIAL CORP

[TMP]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

7. Nature of

Ownership (Instr. 4)

Indirect

2005

0.5

3. Date of Earliest Transaction

(First)

(Street)

(Month/Day/Year) 04/04/2014

(Month/Day/Year)

(Middle)

X_ Director 10% Owner Officer (give title Other (specify

C/O TOMPKINS FINANCIAL CORPORATION, P O BOX 460

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

ITHACA, NY 14851

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Deriva Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	Code Securities Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ed ed of	(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code `	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	04/04/2014		A		91.52		<u>(1)</u>	<u>(1)</u>	Common Stock	91.52	\$ 50
Phantom Stock	(1)	04/04/2014		A		44.41		<u>(1)</u>	<u>(1)</u>	Common Stock	44.41	\$ 50

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WEBER ALFRED J

C/O TOMPKINS FINANCIAL CORPORATION
P O BOX 460
ITHACA, NY 14851

Signatures

Reporting Person

/s/ Alfred J.
Weber

**Signature of 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).

Each share of phantom stock is the economic equivalent of one share of common stock. Phantom stock represents deferred stock

(1) 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.

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.

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