

FINANCIAL INSTITUTIONS INC

Form 4

June 13, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
Kenefick Jeffrey Patrick2. Issuer Name and Ticker or Trading
SymbolFINANCIAL INSTITUTIONS INC
[FISI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

220 LIBERTY STREET

(Street)

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

06/10/2016

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Executive Vice President

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

WARSAW, NY 14569

(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 Ownership (Instr. 4)
Common Stock	06/10/2016		M	2,500 A	\$ 19.75 10,269	D	
Common Stock	06/10/2016		S	2,500 D	\$ 27.5 7,769	D	
Common Stock	06/13/2016		M	2,500 A	\$ 19.41 10,269	D	
Common Stock	06/13/2016		S	1,596 D	\$ 27.55 8,673	D	
Common Stock					4,467 ⁽¹⁾	I	Held in 401K Plan

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Common Stock	2,470	I	Held in IRA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 19.75	06/10/2016		M	2,500	07/26/2007 ⁽²⁾ 07/26/2016	Common Stock 2,500
Stock Option (right to buy)	\$ 19.41	06/13/2016		M	2,500	07/25/2008 ⁽³⁾ 07/25/2017	Common Stock 2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
Kenefick Jeffrey Patrick 220 LIBERTY STREET WARSAW, NY 14569	Director 10% Owner Officer Other Executive Vice President

Signatures

/s/ Michael D. Grover, by power of attorney	06/13/2016
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__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) Includes 153 shares acquired under the FISI 401(k) plan since the date of the reporting person's last ownership report.

(2) Options vested in four equal annual installments beginning on July 26, 2007.

(3) Options vested in four equal annual installments beginning on July 25, 2008.

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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