

TOMPKINS FINANCIAL CORP
 Form 4
 November 03, 2016

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 *
 ROMAINE STEPHEN 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)
 TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

ITHACA, NY 14851

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

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)
			Code	V	Amount or Price		
Common Stock	11/02/2016		M		4,805 A \$ 39.56	30,142.422	D
Common Stock	11/02/2016		F		3,325 (1) D \$ 73.8	26,817.422	D
Common Stock	11/02/2016		M		11,696 A \$ 39.56	38,513.422	D
Common Stock	11/02/2016		F		9,033 (1) D \$ 73.8	29,480.422	D
Common Stock						7,745.18	I by 401(k)/ISOP

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Common Stock 3,614.52 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 39.5545	11/02/2016		M	4,805	<u>(2)</u> 01/18/2017	Common Stock	4,805
Non-qualified Stock Option (Right to Buy)	\$ 39.5545	11/02/2016		M	11,696	<u>(2)</u> 01/18/2017	Common Stock	11,696

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROMAINE STEPHEN S
TOMPKINS FINANCIAL CORPORATION
P.O. BOX 460
ITHACA, NY 14851

X

President & CEO

Signatures

/s/ Stephen S. Romaine 11/03/2016

**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) Shares withheld for option cost and taxes.

(2) 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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