

BOYCE DAVID S

Form 4

February 20, 2019

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

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

## OMB APPROVAL

OMB  
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(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)  
**TOMPKINS FINANCIAL**  
**CORPORATION, P O BOX 460**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/15/2019**

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

(Street)  
**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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2019		M		788	A	\$ 37
Common Stock	02/15/2019		F		554	D	\$ 78.74
Common Stock	02/15/2019		M		591	A	\$ 49.22
Common Stock	02/15/2019		F		467	D	\$ 78.74
Common Stock	02/15/2019		M		759	A	\$ 56.29

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Common Stock	02/15/2019	F	638	D	\$ 78.74	23,842	D	
Common Stock						664.421	I	by 401(k)/ISOP
Common Stock						2,385.94	I	by ESOP

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

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SEC 1474  
(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	Title Amount or Number of Shares
Stock Appreciation Rights (SAR)	\$ 37	02/15/2019		M	788	<u>(1)</u> 08/19/2021	Common Stock 788
Stock Appreciation Rights (SAR)	\$ 49.22	02/15/2019		M	591	<u>(1)</u> 11/21/2024	Common Stock 591
Stock Appreciation Rights (SAR)	\$ 56.29	02/15/2019		M	759	<u>(1)</u> 11/04/2025	Common Stock 759

## Reporting Owners

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

ITHACA, NY 14851

## Signatures

/s/ David S.

02/19/2019

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).
- Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a seven (1) year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. When exercised, the SARs will be settled in Common Stock of the Company. The grant will expire ten years from the date of the 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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