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TOMPKINS TRUSTCO INC
Form S-8
August 15, 2003

As filed with the Securities and Exchange Commission on August 15, 2003
Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8
Registration Statement
Under
The Securities Act of 1933

TOMPKINS TRUSTCO, INC.

(Exact name of Registrant as Specified in its Charter)

NEW YORK

(State or other Jurisdiction of Incorporation or Organization)

16-1482357

(IRS Employer Identification No.)

The Commons, P.O. Box 460
Ithaca, New York 14851

(Address of principal executive offices)

2001 STOCK OPTION PLAN

(Full Title of Plan)

Francis M. Fetsko
Executive Vice President and Chief Financial Officer
Tompkins Trustco, Inc.
The Commons, P.O. Box 460
Ithaca, New York 14851
(607) 273-3210

(Name, address, including zip code, and telephone number,
including area code, of Agent for Service)

with a copy to:
Edward C. Hooks, Esq.
Harris Beach LLP
119 East Seneca Street
Ithaca, New York 14851
(607) 273-6444

CALCULATION OF REGISTRATION FEE

Title of Securities to be	Amount to be	Proposed Maximum Offering Price per	Proposed Maximum Aggregate Offering	Amount of Registration
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Registered	Registered(1)	Share(2)	Price(2)	Fee(2)
Common Stock	500,000	\$ 41.45	\$ 20,725,000.00	\$ 1,676.65

- (1) This Registration Statement also includes an indeterminate number of additional shares that may become issuable as a result of terminated, expired or surrendered options to purchase Common Stock, or pursuant to the antidilution provisions of the 2001 Stock Option Plan.
- (2) In accordance with Rule 457(h)(1), calculated on the basis of the average of the high and low sales prices of the Common Stock reported on the American Stock Exchange on August 11, 2003.

EXPLANATORY STATEMENT

Tompkins Trustco Inc. (the "Registrant") is filing this Registration Statement pursuant to General Instruction E to Form S-8 for the purpose of registering 500,000 additional shares of the Common Stock of the Registrant for issuance under the Registrant's 2001 Stock Option Plan (the "2001 Plan").

On December 21, 2001, the Registrant filed a Registration Statement on Form S-8 (File No. 333-75822) (the "2001 Registration Statement") with the Securities and Exchange Commission (the "Commission") to register 324,110 shares of Common Stock for issuance under the 2001 Plan. Additionally, as set forth in the 2001 Registration Statement, the Registrant carried forward 25,890 shares of Common Stock initially registered by the Registrant under a Registration Statement on Form S-8 (File No. 333-60872) filed with the Commission on August 7, 1998, so that a total of 350,000 shares of Common Stock were registered for issuance under the 2001 Plan. An additional 35,000 shares of Common Stock are deemed registered pursuant to Rule 416 under the Securities Act of 1933, as amended, as a result of a 10% stock dividend declared by the Registrant's Board of Directors on July 23, 2003 and payable on August 15, 2003.

In accordance with General Instruction E to Form S-8, the contents of the 2001 Registration Statement (File No. 333-75822) are hereby incorporated by reference.

Item 8. Exhibits

Exhibit Number	Title of Exhibit
4.1	Form of Specimen Common Stock Certificate of the Company (incorporated herein by reference to Exhibit 4 to the Company's Registration Statement on Form 8-A (File No. 0-27514) filed with the Commission on December 29, 1995, and amended by the Company's Form 8-A/A filed with the Commission on January 22, 1986)
5	Opinion of Harris Beach LLP
23.1	Consent of KPMG LLP
23.2	Consent of Harris Beach LLP (contained in the opinion filed as Exhibit 5 to this Registration Statement)

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- 24 Powers of Attorney (included in this Registration Statement under the caption "Signatures")
- 99 2001 Stock Option Plan (incorporated herein by reference to Exhibit 99 to the Company's Registration Statement on Form S-8 (File No. 333-75822) filed with the Commission on December 21, 2001)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ithaca, State of New York, on August 12, 2003.

TOMPKINS TRUSTCO, INC.

By: /s/ JAMES J. BYRNES

 James J. Byrnes
 Chairman of the Board and
 Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints JAMES J. BYRNES, JAMES W. FULMER and FRANCIS M. FETSKO, and each of them singly, such person's true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Tompkins Trustco, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done in connection therewith.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
By: /s/ JAMES J. BYRNES ----- James J. Byrnes	Chairman of the Board and Chief Executive Officer	August 12, 2003
By: /s/ JAMES W. FULMER ----- James W. Fulmer	President and Director	August 12, 2003

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By: /s/ FRANCIS M. FETSKO Executive Vice President and August 12, 2003

 Chief Financial Officer
 Francis M. Fetsko

By: /s/ JOHN E. ALEXANDER Director August 12, 2003

 John E. Alexander

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Signature

Title

Date

By: /s/ REEDER D. GATES Director August 12, 2003

 Reeder D. Gates

By: /s/ WILLIAM W. GRISWOLD Director August 12, 2003

 William W. Griswold

By: /s/ JAMES R. HARDIE Director August 12, 2003

 James R. Hardie

By: /s/ EDWARD C. HOOKS Director August 12, 2003

 Edward C. Hooks

By: /s/ BONNIE H. HOWELL Director August 12, 2003

 Bonnie H. Howell

By: /s/ HUNTER R. RAWLINGS, III Director August 12, 2003

 Hunter R. Rawlings, III

By: /s/ THOMAS R. SALM Director August 12, 2003

 Thomas R. Salm

By: /s/ MICHAEL H. SPAIN Director August 12, 2003

 Michael H. Spain

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By: /s/ WILLIAM D. SPAIN, JR. Director August 12, 2003

William D. Spain, Jr.

By: /s/ CRAIG YUNKER Director August 12, 2003

Craig Yunker

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EXHIBIT INDEX

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