

TOMPKINS FINANCIAL CORP
 Form 5
 February 07, 2014

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 KLEIN GERALD J JR

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP Pres&CEO Mahopac Bank

TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ITHACA, NY 14851

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount	Price			
Common Stock	Â	Â	Â	Â	Â	Â	10,238	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	740 ⁽¹⁾	I	by 401K/ISOP
Common Stock	Â	Â	Â	Â	Â	Â	2,445 ⁽¹⁾	I	by ESOP

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â	Â (2) 05/03/2014	Common Stock	5,262
Incentive Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â	Â (3) 01/23/2016	Common Stock	7,260
Incentive Stock Option (Right to Buy)	\$ 39.5545	Â	Â	Â	Â	Â (3) 01/18/2017	Common Stock	7,942
Incentive Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â (3) 11/29/2017	Common Stock	1,438
Non-qualified Stock Option (Right to Buy)	\$ 39.5545	Â	Â	Â	Â	Â (3) 01/18/2017	Common Stock	308
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â (3) 11/29/2017	Common Stock	9,563
Stock Appreciation Rights (SAR)	\$ 41.7091	Â	Â	Â	Â	Â (4) 09/17/2019	Common Stock	11,000
Stock Appreciation Rights (SAR)	\$ 37	Â	Â	Â	Â	Â (4) 08/19/2021	Common Stock	5,250
Stock Appreciation Rights (SAR)	\$ 40.6	Â	Â	Â	Â	Â (4) 05/03/2023	Common Stock	3,055

