Latella Robert N Form 4 May 10, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 ** Latella Robert N			2. Issuer Name and Ticker or Trading Symbol FINANCIAL INSTITUTIONS INC [FISI]			5. Relationship of Reporting Person(s) to Issuer			
		(Check all applicable)							
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			_X_ Director			
220 LIBERTY STREET			(Month/D 05/06/20	•		below)	titleOther (specify below)		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
WARSAW,					_X_ Form filed by Form filed by Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction			3.	4. Securities Acquired		6. Ownership		
Security	(Month/Day/Y	ear) Executi	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed //Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/06/2010		A	800	A	\$ 0 (1)	3,530	D	
Common Stock	05/06/2010		A	462	A	\$ 16.2	3,992	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

#### Edgar Filing: Latella Robert N - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						<b>.</b>	<b>.</b>		or		
						Date	Expiration	Title	Number		
						Exercisable Date		of			
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	reaction ships					
	Director	10% Owner	Officer	Other		
T ( 11 D 1 ( N)						

Latella Robert N X 220 LIBERTY STREET **WARSAW, NY 14569** 

## **Signatures**

Michael D. Grover for Robert N. 05/10/2010 Latella

> \*\*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).

Relationships

Represents a grant of restricted stock pursuant to the Company's 2009 Directors' Stock Incentive Plan. The shares of restricted stock will vest as follows: 50% immediately and 50% on 5/06/2011 (the first anniversary date of grant) contingent upon a service requirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2