TOMPKINS FINANCIAL CORP
Form 5
February 12, 2009

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

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

OMB APPROVAL

OMB Number:	3235-0362
Expires:	January 31, 2005
Estimated average burden hours per response...	1.0

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 [*]
FETSKO FRANCIS M

(Last) (First) (Middle)

TOMPKINS FINANCIAL CORPORATION,Â PO BOX #460

(Street)

ITHACA,Â NYÂ 14851

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TOMPKINS FINANCIAL CORP [TMP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, CFO & Treasurer

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 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)
				Amount	(A) or (D)	Price			
Common Stock - 401k/esop	11/14/2008	Â	L	153	A	$ (1)	2,342	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,831	D	Â

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

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SEC 2270 (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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	$ 28.36	Â	Â	Â	Â	Â	Â (2)	07/24/2011	Common Stock	4,659
Incentive Stock Option (Right to Buy)	$ 32.23	Â	Â	Â	Â	Â	Â (2)	09/30/2012	Common Stock	7,986
Incentive Stock Option (Right to Buy)	$ 39.34	Â	Â	Â	Â	Â	Â (2)	05/03/2014	Common Stock	6,052
Incentive Stock Option (Right to Buy)	$ 42.39	Â	Â	Â	Â	Â	Â (3)	01/23/2016	Common Stock	7,260
Incentive Stock Option (Right to Buy)	$ 41	Â	Â	Â	Â	Â	Â (3)	11/29/2017	Common Stock	3,748
Non-qualified Stock Option (Right to Buy)	$ 39.34	Â	Â	Â	Â	Â	Â (2)	05/03/2014	Common Stock	4,837
Non-qualified Stock Option (Right to Buy)	$ 42.39	Â	Â	Â	Â	Â	Â (3)	01/23/2016	Common Stock	3,740
Non-qualified Stock Option (Right to Buy)	$ 41	Â	Â	Â	Â	Â	Â (3)	11/29/2017	Common Stock	6,252

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FETSKO FRANCIS M TOMPKINS FINANCIAL CORPORATION PO BOX #460 ITHACA, NY 14851	Â	Â	Â EVP, CFO & Treasurer	Â

Signatures

/s/ Francis M. Fetsko	02/12/2009
**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 acquired through reinvestment of quarterly cash dividends.

(2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.

(3) 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 provided is insufficient, *see* Instruction 6 for procedure.
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