GATES REEDER D

Form 5

February 11, 2010

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

Check this box if Washington, D.C. 20549

Number: 3235-0362 Expires: January 31, 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * GATES REEDER D	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, PO BOX 460	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009	_X_ Director 10% Owner Other (specify below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			

ITHACA, NYÂ 14851

_X_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. Securir Acquired Disposed (Instr. 3,	(A) of)	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)	
Common Stock Drip	12/31/2009	Â	L	269	A	\$ <u>(1)</u>	8,935	D	Â	
Common Stock Drip	12/31/2009	Â	L	101	A	\$ <u>(1)</u>	4,526	I	By Rabbi Trust	
Common Stock	Â	Â	Â	Â	Â	Â	1,180	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	2,910	I	By Spouse	

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Common Stock - Ira Â Â Â Â Â 100,534 D Â

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)	Number		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 Number Shares
7% Convertible Trust Preferred - IRA	Â	Â	Â	Â	Â	Â	04/15/2019	03/31/2039	Common Stock	12,091
7% Convertible Trust Preferred - Spouse's	Â	Â	Â	Â	Â	Â	04/15/2019	03/31/2039	Common Stock	12,091

Reporting Owners

IRA

Reporting Owner Name / Address

Director 10% Owner Officer Other

GATES REEDER D

TOMPKINS FINANCIAL CORPORATION PO BOX 460
ITHACA, NYÂ 14851

Signatures

(2/11/2010)

Gates

**Signature of Date Reporting Person

Reporting Owners 2

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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.
- The Trust Preferred Securities were issued by Tompkins Capital Trust I, all of the common securities of which are owned by Tompkins

 Financial Corporation (TMP). The Trust Preferred Securities are convertible, at any time on or after April 15, 2019, into TMP Common Stock at a price of \$41.35 per share or, if higher, the average of the closing prices of TMP Common Stock on the trading days in the calendar quarter preceding the date of conversion. The amount set out in Item #7 above uses the \$41.35 conversion price.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.