Henry Susan A Form 4 October 11, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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if no longer

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Henry Susan A

(First)

(Street)

TOMPKINS FINANCIAL CORP

(Check all applicable)

[TMP]

(Last)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O TOMPKINS FINANCIAL CORPORATION, P O BOX 460

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

01/03/2011

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ITHACA, NY 14851

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Conversion

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Derivati

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year) (Instr. 3 and 4)		4)	Security (Instr. 5)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	01/03/2011		A	204		<u>(1)</u>	<u>(1)</u>	Common Stock	204	\$ 40.2
Phantom Stock	(1)	04/08/2011		A	193		<u>(1)</u>	<u>(1)</u>	Common Stock	193	\$ 41.80
Phantom Stock	(1)	07/08/2011		A	213		<u>(1)</u>	<u>(1)</u>	Common Stock	213	\$ 39.64
Phantom Stock	<u>(1)</u>	10/06/2011		A	236		<u>(1)</u>	<u>(1)</u>	Common Stock	236	\$ 37.341

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Henry Susan A						
C/O TOMPKINS FINANCIAL CORPORATION	v					
P O BOX 460	Λ					

Signatures

ITHACA, NY 14851

/s/ Linda M. Carlton, POA

**Signature of Reporting Date
Person

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).
- Each share of phantom stock is the economic equivalent of one share of common stock. Phantom stock represents deferred stock compensation under the Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and its Wholly-Owned Subsidiaries. These shares are held in a rabbi trust pending distribution upon the occurrence of certain events specified in the Plan. The reporting person has no voting or investment power over the shares prior to such distribution.
 - Includes 414 shares of phantom stock held in the rabbi trust referenced in note (1) above that were previously reported as "Common Stock Drip" shares in Table I in the reporting person's Form 5 filed on February 10, 2011. The reporting person intends to report all such
- (2) shares of phantom stock in Table II in future reports. Also includes 21shares acquired pursuant to dividend reinvesment with respect to such phantom stock pursuant to the issuer's Dividend Reinvestment and Stock Purchase and Sale Plan since the date of the last report filed by the reporting person and held in the rabbi trust.

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