

TOMPKINS FINANCIAL CORP  
 Form 5  
 February 15, 2012

# FORM 5

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

OMB APPROVAL  
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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

**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 \*  
**FULMER JAMES W**

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)  
 12/31/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice Chairman

**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 Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	^	^	^	^	^	^	68,495 <sup>(6)</sup> / <sub>(7)</sub>	D	^
Common Stock	^	^	^	^	^	^	25,597	I	By Spouse
Common Stock Drip	^	^	^	^	^	^	463	I	By Son

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

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(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)	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â	Â (1) 05/03/2014	Common Stock	11,18
Incentive Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â	Â (2)(3) 01/23/2016	Common Stock	7,986
Incentive Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â (3)(4) 11/29/2017	Common Stock	4,123
Non-qualified Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â	Â (1) 05/03/2014	Common Stock	2,130
Non-qualified Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â	Â (2)(3) 01/23/2016	Common Stock	4,114
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â (3)(4) 11/29/2017	Common Stock	6,878
Stock Appreciation Rights (SAR)	\$ 41.7091	Â	Â	Â	Â	Â (5) 09/17/2019	Common Stock	11,000
Stock Appreciation Rights (SAR)	\$ 37	Â	Â	Â	Â	Â (5) 08/19/2021	Common Stock	5,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULMER JAMES W TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851	X		Vice Chairman	

## Signatures

/s/ James W. Fulmer                      02/14/2012

\_\_Signature of                      Date  
Reporting 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).
  - (1) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
  - (2) The option becomes exercisable in six annual installments commencing two years after the date of the grant.
  - (3) The stock option becomes exercisable in six annual installments commencing two years after the date of grant.
  - (4) The option becomes exercisable in six annual installments commencing two years after the date of grant.
- Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. When exercised, the SARs will be settled in Common Stock of the Company. The grant will expire ten years from the date of the grant.
- (6) Includes 1,650 shares of Restricted Stock granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock grants have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. The grant will expire ten years from the date of the grant.
  - (7) Includes 12,923 shares of TMP stock held in the reporting person's 401K/ESOP 12,657 of which were previously reported as "Common Stock - 401K/ESOP" shares in Table I in the reporting person's Form 5 filed on February 7, 2011.

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