BOYCE DAVID S

Form 5

February 15, 2012

OMB APPROVAL FORM 5 **OMB**

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

Check this box if 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

Reported Form 4

1(b).

Transactions

Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer

BOYCE DAVID S Symbol TOMPKINS FINANCIAL CORP [TMP]

(Check all applicable)

(Middle) (Last) (First)

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

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

12/31/2011

EVP, Pres. & CEO Tompkins Ins.

Number:

Expires:

response...

Estimated average

burden hours per

3235-0362

January 31,

2005

1.0

TOMPKINS FINANCIAL CORPORATION, Â P O BOX 460

> (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

(City)	(State) (2	(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. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or)	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	12/31/2011	Â	L	914	A	\$ 0 (1)	11,818 <u>(5)</u> <u>(6)</u>	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	2	I	By Daughter	
Common Stock	Â	Â	Â	Â	Â	Â	2	I	By Son	

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)	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	Amoun or Number of Share
Incentive Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â	Â	(2)	05/03/2014	Common Stock	5,325
Incentive Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â	Â	(3)	01/23/2016	Common Stock	6,639
Incentive Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â	(3)	11/29/2017	Common Stock	5,774
Non-qualified Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â	Â	(2)	05/03/2014	Common Stock	3,657
Non-qualified Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â	Â	(3)	01/23/2016	Common Stock	3,042
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â	(3)	11/29/2017	Common Stock	5,227
Stock Appreciation Rights (SAR)	\$ 41.7091	Â	Â	Â	Â	Â	(4)	09/17/2019	Common Stock	11,00
Stock Appreciation Rights (SAR)	\$ 37	Â	Â	Â	Â	Â	(4)	08/19/2021	Common Stock	5,250

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BOYCE DAVID S TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851	Â	Â	EVP, Pres. & CEO Tompkins Ins.				

Signatures

/s/ David S.
Boyce

**Signature of Reporting Person

O2/15/2012

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 profit sharing, 401K contributions and 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.
- Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a seven (4) 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.
- Includes 1,228 shares of TMP stock held in the reporting person's 401K/ESOP, 1,280 shares were previously reported as "Common Stock (5) 401K/ESOP" shares in Table I in the reporting person's Form 5 filed on February 14, 2011. The current balance reflects a January 4, 2011 distribution of 966 shares pursuant to a qualified domestic relations order.
- Includes 1,650 shares of Restricted Stock granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock (6) 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.

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.

Reporting Owners 3