

UPDIKE LAWRENCE A
Form 5
February 13, 2007

FORM 5

**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

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 *
UPDIKE LAWRENCE A

(Last) (First) (Middle)

THE COMMONS, PO BOX 460

(Street)

2. Issuer Name and Ticker or Trading Symbol
TOMPKINS TRUSTCO INC [TMP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Operations Officer

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

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)
				Amount	(A) or (D)	Price			
Common Stock	^	^	^	^	^	^	7,986	D	^
Common Stock - 401K/ESOP	^	^	^	^	^	^	24,493	D	^
Common Stock - 401K/ESOP	^	^	^	^	^	^	8,707	I	by Spouse

Edgar Filing: UPDIKE LAWRENCE A - Form 5

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Incentive Stock Option (right to buy)	\$ 17.77	Â	Â	Â	Â	Â	Â (1)	08/12/2007	Common Stock	4,992
Incentive Stock Option (right to buy)	\$ 20	Â	Â	Â	Â	Â	Â (1)	09/14/2010	Common Stock	4,650
Incentive Stock Option (right to buy)	\$ 32.23	Â	Â	Â	Â	Â	Â (1)	09/30/2012	Common Stock	1,660
Incentive Stock Option (right to buy)	\$ 39.34	Â	Â	Â	Â	Â	Â (1)	05/03/2014	Common Stock	3,900
Incentive Stock Option (right to buy)	\$ 42.39	Â	Â	Â	Â	Â	Â (2)	01/23/2016	Common Stock	1,100
Non-Qualified Stock Option (right to buy)	\$ 39.34	Â	Â	Â	Â	Â	Â (1)	05/03/2014	Common Stock	183

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UPDIKE LAWRENCE A THE COMMONS PO BOX 460	Â	Â	Â	EVP, Operations Officer Â

ITHACA, NY 14851

Signatures

Lawrence A

02/13/2007

Updike

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