

HARTZ GREGORY J  
Form 5  
February 15, 2012

**FORM 5**

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

OMB APPROVAL

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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 \*  
HARTZ GREGORY J

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)  
EVP, Pres.&CEO Tompkins Trust

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)	(A) or (D)	Price	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	^	L	2	A	\$ 0 (1)	44	I	By Son
Common Stock	12/31/2011	^	L	603	A	\$ 0 (2)	5,910 (6) (7) (8)	D	^
Common Stock Drip	^	^	^	^	^	^	14	I	By Daughter
Common Stock Drip	^	^	^	^	^	^	14	I	By Daughter 2

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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)	\$ 35.6818	Â	Â	Â	Â	Â (3) 09/16/2013	Common Stock	1,997
Incentive Stock Option (Right to Buy)	\$ 35.7636	Â	Â	Â	Â	Â (3) 05/03/2014	Common Stock	2,996
Incentive Stock Option (Right to Buy)	\$ 38.5364	Â	Â	Â	Â	Â (4) 01/23/2016	Common Stock	6,050
Incentive Stock Option (Right to Buy)	\$ 39.5545	Â	Â	Â	Â	Â (4) 01/18/2017	Common Stock	8,250
Incentive Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â (4) 11/29/2017	Common Stock	2,150
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	Â	Â	Â	Â	Â (4) 11/29/2017	Common Stock	8,851
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

