

WYCKOFF JAMES H
Form 5
April 21, 2005

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 *
WYCKOFF JAMES H

2. Issuer Name and Ticker or Trading Symbol
FINANCIAL INSTITUTIONS INC [FISI]

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)
12/31/2004

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

220 LIBERTY STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WARSAW, NY 14569

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Class A Preferred Stock	08/22/2001		G5	7	A \$ (1)	26	D
Class A Preferred Stock	08/31/2004		G5	8	A \$ (1)	34	D
Class B Preferred	08/16/2001		G5	65	A \$ (1)	6,001	D

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Stock										
Class B Preferred Stock	08/31/2004	Â	G5	65	A	\$ <u>(1)</u>	6,066	D	Â	
Class B Preferred Stock	05/14/2002	Â	G5	5,000	A	\$ <u>(1)</u>	11,314	I	Held as trustee.	
Class B Preferred Stock	03/04/2004	Â	W5	7,823	A	\$ <u>(2)</u>	19,137	I	Held as trustee.	
Common Stock	12/31/2001	Â	G5	2,400	D	\$ <u>(1)</u>	260,261	D	Â	
Common Stock	02/01/2002	Â	G5	375	A	\$ <u>(1)</u>	260,636	D	Â	
Common Stock	10/02/2002	Â	G5	39,000	D	\$ <u>(1)</u>	221,636	D	Â	
Common Stock	01/10/2003	Â	G5	340	A	\$ <u>(1)</u>	221,976	D	Â	
Common Stock	01/20/2004	Â	G5	380	A	\$ <u>(1)</u>	222,356	D	Â	
Common Stock	09/29/2004	Â	W5	3,657	A	\$ <u>(2)</u>	226,013	D	Â	
Common Stock	02/01/2002	Â	G5	375	A	\$ <u>(1)</u>	66,275	I	Owned by spouse.	
Common Stock	01/10/2003	Â	G5	340	A	\$ <u>(1)</u>	66,615	I	Owned by spouse.	
Common Stock	01/20/2004	Â	G5	380	A	\$ <u>(1)</u>	66,995	I	Owned by spouse.	
Common Stock	Â	Â	3	Â	Â	Â	Â	I	Held as trustee.	
Common Stock	01/25/2002	Â	G5	3,700	A	\$ <u>(1)</u>	585,300	I	Held as trustee.	
Common Stock	02/01/2002	Â	G5	23,000	A	\$ <u>(1)</u>	608,300	I	Held as trustee.	
Common Stock	10/02/2002	Â	G5	19,500	A	\$ <u>(1)</u>	627,800	I	Held as trustee.	
Common Stock	01/02/2003	Â	G5	40,000	A	\$ <u>(1)</u>	667,800	I	Held as trustee.	
Common Stock	06/12/2003	Â	G5	40,000	A	\$ <u>(1)</u>	707,800	I	Held as trustee.	
Common	03/04/2004	Â	W5	62,270	A	\$ <u>(2)</u>	770,070	I	Held as	

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Stock									trustee.
Common Stock	12/29/2004	Â	S4	1,000	D	\$ 24.192 (4)	769,070	I	Held as trustee.
Class A Preferred Stock	Â	Â	Â	Â	Â	Â	8	I	Owned by spouse.
Class B Preferred Stock	Â	Â	Â	Â	Â	Â	855	I	Owned by spouse.
Common Stock	Â	Â	Â	Â	Â	Â	50,000	I	As beneficiary under trust.

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYCKOFF JAMES H 220 LIBERTY STREET WARSAW, NY 14569	Â X	Â	Â	Â

Signatures

Sonia M. Dumbleton for James H.
Wyckoff

04/21/2005

__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) Shares acquired by gift.
 - (2) Shares acquired by will.
 - (3) Includes 230,800 shares erroneously omitted from original Form 3.
 - (4) Sale executed under the Wyckoff Family Foundation to comply with diversification requirements of the NYS Attorney General.

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.