

TOMPKINS FINANCIAL CORP
 Form 5
 February 12, 2009

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

(Last) (First) (Middle)

TOMPKINS FINANCIAL CORPORATION, P O BOX 460

(Street)

ITHACA, NY 14851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TOMPKINS FINANCIAL CORP [TMP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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) | (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--|--|-----------------------------------|
| Common Stock Drip | 11/14/2008 | Â | L | 11 | A | \$ (1) | 381 | I | By Son |
| Common Stock - 401k/esop | 11/14/2008 | Â | L | 407 | A | \$ (1) | 10,236 | D | Â |
| Common Stock Drip | 11/14/2008 | Â | L | 1 | A | \$ (1) | 20 | I | By Spouse |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|-----------|
| Common Stock | Â | Â | Â | Â | Â | Â | 40,491 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 25,592 | I | By Spouse |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---|----------------------------|
| | | | | | (A) | (D) | | | |
| Incentive Stock Option (Right to Buy) | \$ 20 | Â | Â | Â | Â | Â | Â <u>(2)(3)(4)</u> 09/14/2010 | Common Stock | 11,000 |
| Incentive Stock Option (Right to Buy) | \$ 39.34 | Â | Â | Â | Â | Â | Â <u>(2)(3)</u> 05/03/2014 | Common Stock | 10,160 |
| Incentive Stock Option (Right to Buy) | \$ 42.39 | Â | Â | Â | Â | Â | Â <u>(5)(6)</u> 01/23/2016 | Common Stock | 7,260 |
| Incentive Stock Option (Right to Buy) | \$ 41 | Â | Â | Â | Â | Â | Â <u>(6)(7)</u> 11/29/2017 | Common Stock | 3,740 |
| Non-qualified Stock Option (Right to Buy) | \$ 20 | Â | Â | Â | Â | Â | Â <u>(2)(3)(4)</u> 09/14/2010 | Common Stock | 8,710 |
| Non-qualified Stock Option (Right to Buy) | \$ 39.34 | Â | Â | Â | Â | Â | Â <u>(2)(3)</u> 05/03/2014 | Common Stock | 1,930 |
| Non-qualified Stock Option (Right to Buy) | \$ 42.39 | Â | Â | Â | Â | Â | Â <u>(5)(6)</u> 01/23/2016 | Common Stock | 3,740 |
| | \$ 41 | Â | Â | Â | Â | Â | Â <u>(6)(7)</u> 11/29/2017 | | 6,250 |

Non-qualified
Stock Option
(Right to Buy)

Common
Stock

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 02/10/2009

__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) Shares acquired through 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 four installments commencing two years after the grant date.
 - (4) The stock option becomes exercisable in four installments, commencing two years after the grant date.
 - (5) The option becomes exercisable in six annual installments commencing two years after the date of the grant.
 - (6) The stock option becomes exercisable in six annual installments commencing two years after the date of grant.
 - (7) 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.