

TOMPKINS FINANCIAL CORP  
 Form 4  
 May 01, 2015

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KLEIN GERALD J JR**

(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. Date of Earliest Transaction (Month/Day/Year)  
**04/30/2015**

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)  
**EVP Pres&CEO Mahopac Bank**

6. Individual or Joint/Group Filing(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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/30/2015		M	V Amount (A) or (D) Price \$ 39.56	17,352	D	
Common Stock	04/30/2015		F	V Amount (A) or (D) Price \$ 53.57	15,924	D	
Common Stock					944.84 (2)	I	by 401K/ISOP
Common Stock					2,869.8 (2)	I	by ESOP

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. Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 39.5545	04/30/2015		M	1,935	<u>(3)</u> 01/18/2017	Common Stock	1,935

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

KLEIN GERALD J JR  
TOMPKINS FINANCIAL CORPORATION  
P.O. BOX 460  
ITHACA, NY 14851

EVP Pres&CEO Mahopac Bank

## Signatures

/s/ Gerald J.  
Klein, Jr.

04/30/2015

\*\*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 swapped to pay for option shares exercised.
- (2) Includes shares acquired through profit sharing and reinvestment of quarterly cash dividends.
- (3) The stock option becomes exercisable in six annual installments commencing two years after the date of grant.

## Edgar Filing: TOMPKINS FINANCIAL CORP - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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