TOMPKINS FINANCIAL CORP

Form 4 July 12, 2016

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 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(b).

(Print or Type Responses)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

ALEXANDER JOHN E

(Last) (First) (Middle)

TOMPKINS FINANCIAL CORPORATION, PO BOX 460

(Street)

(State)

ITHACA, NY 14851

(Zip)

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

TOMPKINS FINANCIAL CORP [TMP]

3. Date of Earliest Transaction (Month/Day/Year)

07/08/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> (Month/Day/Year) (Instr. 8)

Code Disposed of (D)

(Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287 January 31,

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5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) of Disposed of (I (Instr. 3, 4, and 5)			(Instr. 3 and 4)		(
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	07/08/2016		A	151.397	<u>(1)</u>	<u>(1)</u>	Common Stock	151.397	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ALEXANDER JOHN E
TOMPKINS FINANCIAL CORPORATION PO BOX 460
ITHACA, NY 14851

Signatures

/s/John E.
Alexander

**Signature of Reporting Person

O7/12/2016

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).
 - Each share of phantom stock is the economic equivalent of one share of common stock. Phantom stock represents deferred stock compensation under the Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and its
- Wholly-Owned Subsidiaries. These shares are held in a rabbi trust pending distribution upon the occurrence of certain events specified in the Plan. The reporting person has no voting or investment power over the shares prior to such distribution.
- (2) Includes shares acquired through reinvestment of quarterly dividends.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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