

TOMPKINS FINANCIAL CORP
 Form 4
 November 15, 2016

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 *
 McKenna John M

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)
 P.O. BOX 460
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/11/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Tompkins Bank of Castile

ITHACA, NY 14851

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	11/11/2016		M	1,760 A \$ 41.71	9,757.915	D	
Common Stock	11/11/2016		F	1,223 (1) D \$ 78.4	8,534.915	D	
Common Stock	11/11/2016		M	884 A \$ 37	9,418.915	D	
Common Stock	11/11/2016		F	580 (1) D \$ 78.4	8,838.915	D	
Common Stock	11/11/2016		M	372 A \$ 40.6	9,210.915	D	

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Common Stock	11/11/2016	F	255 ⁽¹⁾	D	\$ 78.4	8,955.915	D	
Common Stock						803.31	I	by 401(K) ESOP
Common Stock						101.33	I	by 401(K) ISOP

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Rights (SAR)	\$ 41.71	11/11/2016		M	1,760	⁽²⁾ 09/17/2019	Common Stock	1,760	
Stock Appreciation Rights (SAR)	\$ 37	11/11/2016		M	884	⁽²⁾ 08/19/2021	Common Stock	884	
Stock Appreciation Rights (SAR)	\$ 40.6	11/11/2016		M	372	⁽²⁾ 05/03/2023	Common Stock	372	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKenna John M P.O. BOX 460 ITHACA, NY 14851			EVP, Tompkins Bank of Castile	

Signatures

/s/ John M.
McKenna

11/15/2016

__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) Deemed disposition of shares to Issuer to satisfy option cost and taxes.

Stock Appreciation Rights (SARs) were granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. SARs have a seven

(2) year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. When exercised, the SARs will be settled in Common Stock of the Company. The grant will expire ten years from the date of the grant.

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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