

TOMPKINS FINANCIAL CORP
 Form 4
 February 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

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)
TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Pres&CEO Mahopac Bank

ITHACA, NY 14851

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/01/2017		M		1,438 A \$ 37.27	20,352	D
Common Stock	02/01/2017		F		606 ⁽¹⁾ D \$ 88.6	19,746	D
Common Stock	02/01/2017		M		9,563 A \$ 37.27	29,309	D
Common Stock	02/01/2017		F		6,437 ⁽²⁾ D \$ 88.6	22,872	D
Common Stock	02/01/2017		S		2,000 D \$ 89.22	20,872	D

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Common Stock	1,131.52	I	by 401K/ISOP
Common Stock	3,175.22	I	by ESOP

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

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SEC 1474 (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	
Incentive Stock Option (Right to Buy)	\$ 37.2727	02/01/2017		M	1,438	⁽³⁾ 11/29/2017	Common Stock	1,438
Non-qualified Stock Option (Right to Buy)	\$ 37.2727	02/01/2017		M	9,563	⁽³⁾ 11/29/2017	Common Stock	9,563

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. 02/02/2017

__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) Shares withheld for option cost and taxes.

(3) The stock 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 is insufficient, *see* Instruction 6 for procedure.

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