TOMPKINS FINANCIAL CORP

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 06, 2017

FORM	5								OMB A	PPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB Number:	3235-0362				
Check this box if no longer subject			Washington, D.C. 20549						Expires:	January 31, 2005		
to Section 1 Form 4 or I 5 obligation may contin	Form AN ns ue.	TATEMENT OF CHANGES IN BENI OWNERSHIP OF SECURITIES					FICIAL	Estimated a burden hou response	average Irs per			
See Instruct 1(b). Form 3 Hol Reported Form 4 Transaction Reported	Filed p Idings Section 1	7(a) of the	Public Ut		g Compa	ny A	ct of		n			
1. Name and Address of Reporting Person * BATTAGLIA PAUL J.			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)	_A_B				_X_ Director Officer (give pelow)		Owner er (specify			
	FINANCIAL TION, P O B											
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting					
								(cnec	k applicable line)		
ITHACA,Â	NYÂ 14851							_X_ Form Filed by Form Filed by I Person	One Reporting P More than One R			
(City)	(State)	(Zip)	Tabl	e I - Non-Deri	vative Sec	urities	s Acqu	ired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securi Acquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or)	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)			
Common Stock	Â	Â		Â	Â	Â	Â	4,209.801 (1)	I	by Spouse		

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

Persons who respond to the collection of information

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SEC 2270

(9-02)

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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)	Expiration D (Month/Day/	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities 4)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	6,561.763

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BATTAGLIA PAUL J. TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851	ÂX	Â	Â	Â		

Signatures

/s/ Paul J.
Battaglia

**Signature of Reporting Person

O1/30/2017

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) Includes shares acquired through reinvestment of quarterly dividends.
- 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.

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.

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