

BOYCE DAVID S
Form 4
May 29, 2018

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 *
BOYCE DAVID S

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)

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Pres. & CEO Tompkins Ins.

TOMPKINS FINANCIAL CORPORATION, P O BOX 460

(Street)

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

ITHACA, NY 14851

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 05/24/2018 | | M | | 892 | A | \$ 37 22,545 | D |
| Common Stock | 05/24/2018 | | F | | 622 ⁽¹⁾ | D | \$ 85.13 21,923 | D |
| Common Stock | 05/24/2018 | | M | | 1,039 | A | \$ 40.6 22,962 | D |
| Common Stock | 05/24/2018 | | F | | 748 ⁽¹⁾ | D | \$ 85.13 22,214 | D |
| Common Stock | 05/24/2018 | | M | | 1,181 | A | \$ 49.22 23,395 | D |

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| | | | | | | | | |
|--------------|------------|---|--------------------|---|----------|-----------|---|----------------|
| Common Stock | 05/24/2018 | F | 914 ⁽¹⁾ | D | \$ 85.13 | 22,481 | D | |
| Common Stock | | | | | | 616,292 | I | by 401(k)/ISOP |
| Common Stock | | | | | | 5,157,562 | I | by ESOP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 | |
| Stock Appreciation Rights (SAR) | \$ 37 | 05/24/2018 | | M | 892 | <u>(2)</u> 08/19/2021 | Common Stock | 892 | |
| Stock Appreciation Rights (SAR) | \$ 40.6 | 05/24/2018 | | M | 1,039 | <u>(2)</u> 05/03/2023 | Common Stock | 1,039 | |
| Stock Appreciation Rights (SAR) | \$ 49.22 | 05/24/2018 | | M | 1,181 | <u>(2)</u> 11/21/2024 | Common Stock | 1,181 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOYCE DAVID S TOMPKINS FINANCIAL CORPORATION P O BOX 460 ITHACA, NY 14851 | | | EVP, Pres. & CEO Tompkins Ins. | |

Signatures

/s/ David S.
Boyce

05/29/2018

__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 withheld for 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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