

FINANCIAL INSTITUTIONS INC
 Form 4
 November 03, 2015

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 *
BIRMINGHAM MARTIN KEARNEY

(Last) (First) (Middle)
 220 LIBERTY STREET
 (Street)

WARSAW, NY 14569

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FINANCIAL INSTITUTIONS INC [FISI]

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

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) | Price | | |
| Common Stock | 10/30/2015 | | M | V | 1,650 | A | \$ 19.75 71,334 D |
| Common Stock | 10/30/2015 | | M | V | 1,500 | A | \$ 19.41 72,834 D |
| Common Stock | | | | | | | 8,341 ⁽¹⁾ I Held in 401K Plan |
| Common Stock | | | | | | | 7,500 I Held in IRA |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 19.75 | 10/30/2015 | | M | 1,650 | 07/26/2007 ⁽²⁾ 07/26/2016 | Common Stock | 1,650 |
| Stock Option (right to buy) | \$ 19.41 | 10/30/2015 | | M | 1,500 | 07/25/2008 ⁽³⁾ 07/25/2017 | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BIRMINGHAM MARTIN KEARNEY 220 LIBERTY STREET WARSAW, NY 14569 | | | President & CEO | |

Signatures

/s/ Michael D. Grover, by power of attorney 11/03/2015

**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) Includes 201 shares acquired under the FISI 401(k) plan since the date of the reporting person's last ownership report.
- (2) Option vests in four equal annual installments beginning on July 26, 2007.

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(3) Option vests in four equal annual installments beginning on July 25, 2008.

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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