

TOMPKINS FINANCIAL CORP  
Form 4  
April 30, 2008

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

(Last) (First) (Middle)

**TOMPKINS FINANCIAL CORPORATION, P O BOX 460**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/28/2008**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/28/2008		M	300	\$ 39.34	10,428	D
Common Stock	04/28/2008		S	300	\$ 48.78	10,128	D
Common Stock	04/28/2008		M	200	\$ 39.34	10,328	D
Common Stock	04/28/2008		S	200	\$ 48.9	10,128	D
Common Stock	04/28/2008		M	200	\$ 39.34	10,328	D

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Common Stock	04/28/2008	S	200	D	\$ 48.7	10,128	D	
Common Stock	04/28/2008	M	100	A	\$ 39.34	10,228	D	
Common Stock	04/28/2008	S	100	D	\$ 48.65	10,128	D	
Common Stock	04/28/2008	M	200	A	\$ 39.34	10,328	D	
Common Stock	04/28/2008	S	200	D	\$ 48.3	10,128	D	
Common Stock						2	I	by Daughter
Common Stock						2	I	by Son

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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 28.36	04/28/2008		M	2,200	<sup>(1)</sup> 07/24/2011	Common Stock	2,200
Incentive Stock Option (right to buy)	\$ 28.36	04/28/2008		M	100	<sup>(1)</sup> 07/24/2011	Common Stock	100

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Incentive Stock Option (right to buy)	\$ 28.36	04/28/2008	M	30	<u>(1)</u>	07/24/2011	Common Stock	30	\$
Incentive Stock Option (right to buy)	\$ 32.23	04/28/2008	M	3,500	<u>(1)</u>	09/30/2012	Common Stock	3,500	\$
Incentive Stock Option (right to buy)	\$ 32.23	04/28/2008	M	1,301	<u>(1)</u>	09/30/2012	Common Stock	1,301	\$
Incentive Stock Option (right to buy)	\$ 32.23	04/28/2008	M	800	<u>(1)</u>	09/30/2012	Common Stock	800	\$
Incentive Stock Option (right to buy)	\$ 32.23	04/28/2008	M	400	<u>(1)</u>	09/30/2012	Common Stock	400	\$
Incentive Stock Option (right to buy)	\$ 32.23	04/28/2008	M	400	<u>(1)</u>	09/30/2012	Common Stock	400	\$
Incentive Stock Option (right to buy)	\$ 32.23	04/28/2008	M	200	<u>(1)</u>	09/30/2012	Common Stock	200	\$
Incentive Stock Option (right to buy)	\$ 32.23	04/28/2008	M	54	<u>(1)</u>	09/30/2012	Common Stock	54	\$
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	15	<u>(1)</u>	05/03/2014	Common Stock	15	\$
	\$ 39.34	04/28/2008	M	100	<u>(1)</u>	05/03/2014		100	\$

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Incentive Stock Option (right to buy)								Common Stock		
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	100	<u>(1)</u>	05/03/2014	Common Stock	100	\$	
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	100	<u>(1)</u>	05/03/2014	Common Stock	100	\$	
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	200	<u>(1)</u>	05/03/2014	Common Stock	200	\$	
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	300	<u>(1)</u>	05/03/2014	Common Stock	300	\$	
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	200	<u>(1)</u>	05/03/2014	Common Stock	200	\$	
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	200	<u>(1)</u>	05/03/2014	Common Stock	200	\$	
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	100	<u>(1)</u>	05/03/2014	Common Stock	100	\$	
Incentive Stock Option (right to buy)	\$ 39.34	04/28/2008	M	200	<u>(1)</u>	05/03/2014	Common Stock	200	\$	

## 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			Pres.&CEO,Tompkins Ins. Agency	

## Signatures

David S. Boyce                      04/30/2008

\_\_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) The stock option becomes exercisable in four installments, commencing two years after the grant date.

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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