

HAYNES CARL E
Form 4
October 11, 2011

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 *
HAYNES CARL E

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

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

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

(Street)

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

(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 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) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 5) | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------|-----------------|--------------|----------------------------|------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | (1) | 01/03/2011 | A | | 88 | | (1) | (1) | Common Stock | 88 | \$ 40.27 |
| Phantom Stock | (1) | 04/08/2011 | A | | 84 | | (1) | (1) | Common Stock | 84 | \$ 41.80 |
| Phantom Stock | (1) | 07/08/2011 | A | | 89 | | (1) | (1) | Common Stock | 89 | \$ 39.64 |
| Phantom Stock | (1) | 10/06/2011 | A | | 94 | | (1) | (1) | Common Stock | 94 | \$ 37.3418 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAYNES CARL E TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851 | X | | | |

Signatures

/s/ Carl E. Haynes 10/10/2011

**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).
- 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
- (1) 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.
 - (2) Includes 513 shares of phantom stock held in the rabbi trust referenced in note (1) above that were previously reported as "Common Stock Drip" shares in Table I in the reporting person's Form 5 filed on February 10, 2011. The reporting person intends to report all such shares of phantom stock in Table II in future reports. Also includes 105 shares acquired pursuant to dividend reinvestment with respect to such phantom stock pursuant to the issuer's Dividend Reinvestment and Stock Purchase and Sale Plan since the date of the last report

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filed by the reporting person and held in the rabbi trust.

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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