

MCLAUGHLIN RONALD MITCHELL
 Form 3
 May 14, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MCLAUGHLIN RONALD MITCHELL | | | (Month/Day/Year) | FINANCIAL INSTITUTIONS INC [FISI] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 220 LIBERTY STREET | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| WARSAW,Â NYÂ 14569 | | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,400 | D | Â |
| Common Stock | 2,806 ⁽¹⁾ | I | held in 401K plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|----------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Option (right to buy) | 08/04/2000 ⁽²⁾ | 08/04/2009 | Common Stock | 958 | \$ 14 | D | Â |
| Stock Option (right to buy) | 04/24/2001 ⁽³⁾ | 04/24/2010 | Common Stock | 996 | \$ 12.688 | D | Â |
| Stock Option (right to buy) | 01/30/2002 ⁽⁴⁾ | 01/30/2011 | Common Stock | 1,067 | \$ 14.125 | D | Â |
| Stock Option (right to buy) | 01/30/2003 ⁽⁵⁾ | 01/30/2012 | Common Stock | 850 | \$ 25.33 | D | Â |
| Stock Option (right to buy) | 02/18/2004 ⁽⁶⁾ | 02/18/2013 | Common Stock | 988 | \$ 22.51 | D | Â |
| Stock Option (right to buy) | 02/04/2005 ⁽⁷⁾ | 02/04/2014 | Common Stock | 1,281 | \$ 23.8 | D | Â |
| Stock Option (right to buy) | 02/23/2006 ⁽⁸⁾ | 02/23/2015 | Common Stock | 1,755 | \$ 21.05 | D | Â |
| Stock Option (right to buy) | 07/26/2007 ⁽⁹⁾ | 07/26/2016 | Common Stock | 1,900 | \$ 19.75 | D | Â |
| Stock Option (right to buy) | 07/25/2008 ⁽¹⁰⁾ | 07/25/2017 | Common Stock | 1,900 | \$ 19.41 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLAUGHLIN RONALD MITCHELL 220 LIBERTY STREET WARSAW, NY 14569 | Â | Â | Â Senior Vice President | Â |

Signatures

Michael D. Grover for R. Mitchell
McLaughlin

05/14/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Held under 401(K) as of 5/6/2009
- (2) The option vested in three equal annual installments beginning on August 4, 2000.
- (3) The option vested in three equal annual installments beginning on April 24, 2001.
- (4) The option vested in three equal annual installments beginning on January 30, 2002.

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- (5) The option vested in three equal annual installments beginning on January 30, 2003.
- (6) The option vested in three equal annual installments beginning on February 18, 2004.
- (7) The option vested in four equal annual installments beginning on February 4, 2005.
- (8) The option vested in four equal annual installments beginning on February 23, 2006.
- (9) The option vests in four equal annual installments beginning on July 26, 2007.
- (10) The 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. 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.