

MURTHA MATTHEW T
 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 MURTHA MATTHEW T | | (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) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| WARSAW,Â NYÂ 14569 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | 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 | 1,500 | D | Â |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|--------------|--------|-----------|-------------------|---|
| Stock Option (right to buy) | 01/30/2002 ⁽¹⁾ | 01/30/2011 | Common Stock | 1,022 | \$ 14.125 | D | Â |
| Stock Option (right to buy) | 01/30/2002 ⁽¹⁾ | 01/30/2011 | Common Stock | 300 | \$ 14.125 | D | Â |
| Stock Option (right to buy) | 01/30/2003 ⁽²⁾ | 01/30/2012 | Common Stock | 1,364 | \$ 25.33 | D | Â |
| Stock Option (right to buy) | 02/18/2004 ⁽³⁾ | 02/18/2013 | Common Stock | 1,312 | \$ 22.51 | D | Â |
| Stock Option (right to buy) | 02/04/2005 ⁽⁴⁾ | 02/04/2014 | Common Stock | 1,450 | \$ 23.8 | D | Â |
| Stock Option (right to buy) | 02/23/2006 ⁽⁵⁾ | 02/23/2015 | Common Stock | 1,787 | \$ 21.05 | D | Â |
| Stock Option (right to buy) | 07/26/2007 ⁽⁶⁾ | 07/26/2016 | Common Stock | 1,600 | \$ 19.75 | D | Â |
| Stock Option (right to buy) | 07/25/2008 ⁽⁷⁾ | 07/25/2017 | Common Stock | 1,600 | \$ 19.41 | D | Â |
| Stock Option (right to buy) | 07/07/2009 ⁽⁸⁾ | 07/07/2018 | Common Stock | 1,600 | \$ 15.85 | D | Â |

Reporting Owners

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

Signatures

Michael D. Grover for Matthew T.
Murtha 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) Option vested in three equal annual installments beginning on January 30, 2002.
- (2) Option vested in three equal annual installments beginning on January 30, 2003.
- (3) Option vested in three equal annual installments beginning on February 18, 2004.
- (4) Option vested in four equal annual installments beginning on February 4, 2005.
- (5) Option vested in four equal annual installments beginning on February 23, 2006.
- (6) Option vests in four equal annual installments beginning on July 26, 2007.

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

(8) Option vests in four equal annual installments beginning on July 7, 2009.

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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