

KLEIN GERALD J JR

Form 4

May 30, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN GERALD J JR

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)
05/29/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP Pres&CEO Mahopac Natl Bank

(Street)
ITHACA, NY 14851

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/29/2012		M	3,787 A	\$ 29.3 9,710	D	
Common Stock	05/29/2012		F	3,000 (2) D	\$ 36.98 6,710 (3)	D	
Common Stock					2,770 (4) (5)	I	by 401K/ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 (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)	\$ 29.3	05/29/2012		M	3,787	⁽¹⁾ 09/30/2012	Common Stock	3,787

Reporting Owners

Reporting Owner Name / Address	Relationships
KLEIN GERALD J JR TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851	Director 10% Owner Officer Other
	EVP Pres&CEO Mahopac Natl Bank

Signatures

/s/ Gerald J. Klein, Jr. 05/30/2012

__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 annual installments commencing two years after the date of grant.
- (2) Shares swapped to pay for option shares exercised.
- (3) Includes 1,650 shares of Restricted Stock granted pursuant to the Tompkins Financial Corporation 2009 Equity Plan. Restricted Stock grants have a seven year vesting schedule with 0% vesting in year one, 17% vesting in years two through six, and 15% vesting in year seven. The grant will expire ten years from the date of the grant.
- (4) Reflects all 401K/ESOP allocations and dispositions since the filing of the reporting person's last ownership report.

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Shares allocated to the reporting person's 401K/ESOP were reported in the Form 5 filed 2/15/2012 as being held directly. The ownership (5) of those shares is now reflected as being held indirectly, and the reporting person's holdings in Column 5 of this report have been updated to reflect the nature of beneficial ownership of these shares.

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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