TOMPKINS FINANCIAL CORP

Form 4

February 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

TOMPKINS FINANCIAL CORP [TMP]

Issuer

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2017

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below) EVP Pres&CEO Mahopac Bank

TOMPKINS FINANCIAL CORPORATION, P.O. BOX 460

> (Street) 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

ITHACA, NY 14851

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	rities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/01/2017		M	1,438	A	\$ 37.27	20,352	D	
Common Stock	02/01/2017		F	606 (1)	D	\$ 88.6	19,746	D	
Common Stock	02/01/2017		M	9,563	A	\$ 37.27	29,309	D	
Common Stock	02/01/2017		F	6,437 (2)	D	\$ 88.6	22,872	D	
Common Stock	02/01/2017		S	2,000	D	\$ 89.22	20,872	D	

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Common Stock	1,131.52	I	by 401K/ISOP
Common Stock	3,175.22	I	by ESOP

(e.g., puts, calls, warrants, options, convertible securities)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Incentive Stock Option (Right to Buy)	\$ 37.2727	02/01/2017		M	1,438	(3)	11/29/2017	Common Stock	1,438
Non-qualified								Common	

M

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KLEIN GERALD J JR TOMPKINS FINANCIAL CORPORATION P.O. BOX 460 ITHACA, NY 14851

\$ 37.2727

02/01/2017

EVP Pres&CEO Mahopac Bank

(3)

11/29/2017

9,563

Common

Stock

9,563

Signatures

Stock Option

(Right to Buy)

/s/ Gerald J. 02/02/2017 Klein, Jr.

**Signature of Date
Reporting Person

Reporting Owners 2

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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) Shares swapped to pay for option shares exercised.
- (2) Shares withheld for option cost and taxes.
- (3) The stock option becomes exercisable in six annual installments commencing two years after the date of grant.

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.