ROMAINE STEPHEN S

Form 5

February 14, 2006

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer ROMAINE STEPHEN S Symbol TOMPKINS TRUSTCO INC [TMP] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X Other (specify 12/31/2005 _ Officer (give title below) below) C/O TOMPKINS TRUSTCO EVP Pres&CEO Mahopac Natl Bank INC,ÂPOBOX 460 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ITHACA, NYÂ 14851 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end (D) or Ownership (Instr. 8) (Instr. 4) of Issuer's Indirect (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Price Amount (D) Common Â Â Â Â Â Â Â Stock -1.410 D 401K/ESOP Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form 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)

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					(A) (I	D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Incentive Stock Option (right to buy)	\$ 16.66	Â	Â	Â	Â	À	(1)	06/04/2009	Common Stock	999
Incentive Stock Option (right to buy)	\$ 31.2	Â	Â	Â	Â	À	(1)	07/24/2011	Common Stock	2,118
Incentive Stock Option (right to buy)	\$ 35.45	Â	Â	Â	Â	À	(1)	09/30/2012	Common Stock	7,260
Incentive Stock Option (right to buy)	\$ 43.27	Â	Â	Â	Â	À	(1)	05/03/2014	Common Stock	5,502
Non-Qualified Stock Option (right to buy)	\$ 43.27	Â	Â	Â	Â	À	(1)	05/03/2014	Common Stock	6,37

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROMAINE STEPHEN S C/O TOMPKINS TRUSTCO INC P O BOX 460 ITHACA, NY 14851	Â	Â	EVP Pres&CEO Mahopac Natl Bank	Â			

Signatures

Stephen S Romaine	02/14/2006			
**Signature of Reporting Person	Date			

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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) The stock option becomes exercisable in four installments commencing two years after the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.