

TOMPKINS FINANCIAL CORP
Form 4
February 14, 2008

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FULMER JAMES W

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)
PO BOX #460
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

ITHACA, NY 14851

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (A) 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/12/2008		G		1,000	D	\$ 44.495 <u>(1)</u>
Common Stock						I	25,592 by Spouse
Common Stock - ESOP						D	11,829
Common Stock DRIP						I	370 by Son

Common
Stock
DRIP

19

I

by Spouse

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

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SEC 1474
(9-02)

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 20					(2) 09/14/2010	09/14/2010	Common Stock	12,005
Incentive Stock Option (right to buy)	\$ 39.34					(2) 05/03/2014	05/03/2014	Common Stock	10,164
Incentive Stock Option (right to buy)	\$ 41					(3) 11/29/2017	11/29/2017	Common Stock	3,748
Incentive Stock Option (right to buy)	\$ 42.39					(3) 01/23/2016	01/23/2016	Common Stock	7,260
Non-Qualified Stock Option (right to buy)	\$ 20					(2) 09/14/2010	09/14/2010	Common Stock	9,969
Non-Qualified Stock Option (right to buy)	\$ 39.34					(2) 05/03/2014	05/03/2014	Common Stock	1,936
Non-Qualified Stock Option (right to buy)	\$ 41					(3) 11/29/2017	11/29/2017	Common Stock	6,252

Non-Qualified Stock Option (right to buy)	\$ 42.39	(3)	01/23/2016	Common Stock	3,740
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULMER JAMES W PO BOX #460 ITHACA, NY 14851	X		Vice Chairman	

Signatures

James W. Fulmer	02/12/2008
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**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) Bona fide gift to charitable gift fund.
- (2) The stock option becomes exercisable in four annual installments commencing two years after the date of grant.
- (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.